

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD SPECIAL MEETING
From Various Locations via Telephone Conference
FINAL DRAFT AGENDA - Open Session
Thursday, May 21, 2015 - 8:30PM ET

I. Call to Order

A. Roll call and establishment of quorum

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

John M. Proffitt, ED

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

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

C. Excused absences

D. Agenda Approval (30 min.)

E. Minutes Approval (10 min.)

II. ED Report (10 min.)

- III. **Chair Report** (5 min.)
- IV. **Special Order of Business** (30 min., each at 15 mins.)

Vote on proposed bylaws amendments

At this meeting, per the bylaws, “the proposed amendment(s) must be approved by the majority of all Directors on the Board” (see APPENDIX A below).

- A. Proposed Bylaws Amendment Concerning In-Person Meetings of the Pacifica National Board
- B. Proposed Bylaws Amendment Concerning Reducing the Size of the PNB

The full text of the two proposed bylaws amendments being considered can be found in APPENDICES B & C below.

V. New Business

- A. Motion to address the question of foundation counsel (10 min.)
[Birden]
(see APPENDIX D below)
- B. Motion to amend Hiring Freeze motion (10 min.)
[Wilkinson]
(see APPENDIX E below)
- C. Archives Taskforce motion on recording stations
(see APPENDIX F below)
- D. Motion regarding a second recording secretary for the in-person meeting (5 min.)
[Medina]
(see APPENDIX G below)
- E. Motion re Vacant PNB Seat (10 min.)
[Brazon]
(see APPENDIX H below)

VI. Old Business

Added to May 7, 2015 PNB meeting approved agenda

A. Election Committee Motion #2: Motion on Election Cost-Cutting

(see APPENDICES I&J below)

Added to April 9, 2015 PNB meeting approved agenda

B. Archives Taskforce (second motion) (5 min.?)

(Note: Was 10 min. for the two motions on this approved agenda; the first motion was tabled at the meeting and this motion was not reached due to time constraints)

(see APPENDIX K below)

Added to February 26, 2015 PNB approved agenda

C. Governance Committee Motion on consultant salaries (10 min.)

(see APPENDIX L below)

D. SIDEBAND MOTION from the WBAI LSB (15 min.)

(Note: The Time for this item was increased from 10 min. at the February 26, 2015 meeting to 15 min. during the April 9, 2015 PNB meeting during agenda approval)

(see APPENDIX M below)

E. LSB review Budget motion
[Casenave]

(see APPENDIX N below)

F. Hire freeze substitute motion
[Brazon]

(see APPENDIX O below)

VII. Adjourn

(by 10:00PM ET)

APPENDIX A:

Article Seventeen, Amendment of Articles of Incorporation and Bylaws, Section 1: Proposing Amendments

B. VOTING AND APPROVAL

(2) 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.

APPENDIX B:

PROPOSED BYLAWS AMENDMENT CONCERNING IN-PERSON MEETINGS OF THE PACIFICA NATIONAL BOARD

Six Directors of the Pacifica National Board have proposed an amendment to Article Six, Section 1 of the Pacifica Bylaws. The amendment intends to allow greater flexibility and latitude to the Board in keeping with the needs and realities of the Pacifica Foundation in any given year. Financial constraints and weather events are among the considerations the board may factor into their yearly scheduling of in-person meetings. The amendment allows for a range of between one to four meetings per calendar year. It also removes the specificity of naming the months in which in-person meetings are held, beyond that of the "Annual Meeting" in late January.

Existing Bylaws language:

Article Six, Meetings of the Board of Directors, Section 1: Time and Place of Meetings

The "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other times and places as agreed by a majority vote of the Board of Directors. The Board shall also regularly meet in March, June and September of each year. The four regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a meeting has been held in all other station areas.

CHANGES TO LANGUAGE: DELETED LANGUAGE IN BRACKETS, ADDED LANGUAGE IN CAPS

Article Six, Meetings of the Board of Directors, Section 1: Time and Place of Meetings

The "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other times and places as agreed by a majority vote of the Board of Directors. The Board shall {also} {regularly} meet {in March, June and September of} **ONE TO FOUR TIMES** each calendar year **AS AGREED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS**. The **ONE TO** four **IN- PERSON** regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a meeting has been held in all other station areas.

The revised language would then read:

Article Six, Meetings of the Board of Directors, Section 1: Time and

Place of Meetings

The in-person "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other times and places as agreed by a majority vote of the Board of Directors. The Board shall meet in person one to four times each calendar year as agreed by a majority vote of the Board of Directors. The one to four in-person regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a meeting has been held in all other station areas.

Bylaws amendment proposed by the following Pacifica National Board Directors:

Lydia Brazon

Benito Diaz

Jose Luis Fuentes

Brenda Medina

Brian Edwards-Tiekert

Margy Wilkinson

APPENDIX C:

Reducing the size of the PNB

Art. 5 Sec 1 (C), Art. 5 Sec 3(B), Art. 5 Sec. 5(A) & (B)

Description:

- The total size of the PNB would drop from 22-23 to 16.
- Each station's delegate assembly would elect 3 (rather than 4) Directors to the PNB.
- Staff and Listener representatives to the PNB would no longer be elected separately – each station's delegate assembly would elect three representatives of any category.
- The PNB would elect 1 (rather than 2) Affiliate Directors.
- The “At Large” Director position would be eliminated.

Current Text	Proposed Text
<p>Article Five, Section 1, subsection C (Number on PNB) "There shall be a minimum of twenty-two (22) and a maximum for twenty-three (23) Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein. The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect four (4) Directors: three (3) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate – for a total of twenty (20) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws. If the Board, by resolution, fixes the number of Directors at 23, then one additional Director shall be nominated and elected as an "At-large" Director as set forth in Section 5 of this Article of the Bylaws."</p>	<p>Article Five, Section 1, subsection C (Number on PNB): "Starting with the Director elections following approval of this amendment, there shall be sixteen (16) Directors of the Foundation. The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect three (3) Directors, for a total of fifteen (15) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect one (1) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws."</p>

Article Five, Section 3B (Election)

"The Delegates for each radio station shall meet annually in early January to elect four Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect three Listener-Sponsor Directors using the Single Transferable Voting method, and shall elect one Staff Director using the Instant Runoff Voting method, to represent that radio station on the Board. The Staff Director must be a Staff Delegate. The Listener-Sponsor Directors must be Listener-Sponsor Delegates."

Article Five, Section 3B (Election):

"The Delegates for each radio station shall meet annually in early January to elect three Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect the Directors using the Single Transferable Voting method, to represent that radio station on the Board."

Art. 5 Sec. 4: Nomination and Election of Affiliate Representative Directors

A. NOMINATION

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for the two Affiliate Director positions on the Board. Nominations shall close on November 15th each year and shall be submitted in writing to the Foundation Secretary for forwarding to the board. Every affiliate station or association of affiliate stations submitting nominee(s) shall include with said nomination(s) a written explanation of its procedure for selecting the nominee(s). Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidate(s) or by the secretary of the association of affiliate stations, as appropriate. In addition, each nominee shall submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Foundation Directors all materials submitted supporting each nominee not later than December 1st.

For purposes of this Section, an "affiliate station" shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed. An affiliate station shall not be a radio station whose broadcast license is held by the Foundation. For purposes of this Section, an "association of affiliate stations" shall be defined as any group of affiliate stations that have joined together to form an association, provided that said association has adopted bylaws and its membership is limited solely of affiliate stations.

Art. 5 Sec. 4:Nomination and Election of Affiliate Representative Director

A. NOMINATION

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for the Affiliate Director position on the Board. Nominations shall close on November 15th each year and shall be submitted in writing to the Foundation Secretary for forwarding to the board. Every affiliate station or association of affiliate stations submitting nominees shall include with said nominations a written explanation of its procedure for selecting the nominees. Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidates or by the secretary of the association of affiliate stations, as appropriate. In addition, each nominee shall submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Foundation Directors all materials submitted supporting each nominee not later than December 1st.

For purposes of this Section, an "affiliate station" shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed. An affiliate station shall not be a radio station whose broadcast license is held by the Foundation. For purposes of this Section, an "association of affiliate stations" shall be defined as any group of affiliate stations that have joined together to form an association, provided that said association has adopted bylaws and its membership is limited solely of

Article Five, [Board of Directors of the Foundation](#), Section 5: Nomination and Election of At-Large Directors

[none]

A. NOMINATION

In the event that the Board resolves that there shall be twenty three (23) Foundation Directors (the maximum number of Directors permitted under these bylaws) then there shall be one "At-Large" Director elected each year. Candidates for election as an "At-Large" Director shall be nominated by majority vote of the Delegates from a minimum of three radio stations, with the Delegates from each station voting separately by station area. Nominations shall close on February 15th each year and shall be submitted in writing by that date to the Foundation Secretary together the nominee's resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Directors all materials submitted supporting each nominee not later than March 1st.

B. ELECTION

As the second order of business at the Board meeting in March each year in which an At-large director is to be elected, the Directors present and voting (excluding any then current Affiliate Representative or At-Large Directors from the vote) shall elect one (1) At-Large Director from the nominees submitted by the Delegates, using the Instant Runoff Voting method. The At-Large Director shall serve for a one year term which shall commence immediately upon his/her election.

The above bylaw amendment has been proposed by the following 6 PNB members:

Brian Edwards-Tiekert
Lydia Brazon
Margy Wilkinson

Tony Norman
Benito Diaz
Rodrigo Argueta

APPENDIX D:

Motion to address the question of foundation counsel (10 mins)

[Birden, noticed 5/6/15]

[Added 5/7/15]

Move that we do not utilize the services of Siegel & Yee or an employee thereof, and further

that we urge John Proffitt to appoint an interim attorney as counsel to the Pacifica Foundation with the board to approve one of several candidates for foundation counsel at a meeting of the PNB one month hence.

APPENDIX E:

Motion to amend Hiring Freeze motion

(10 mins)

[Wilkinson, noticed 5/15/15]

Whereas on October 2, 2014, the PNB adopted the following motion:

The Pacifica National Board (PNB) ratifies the hiring freeze communicated by the Interim Executive Director (IED) and Chief Financial Officer (CFO) to Pacifica's Interim General Managers, General Managers, Directors, and employees with hiring authority. Any hiring must be approved by the PNB, or the IED and CFO. Any violation of this hiring freeze will be just cause for discipline including termination.

Pacifica National Radio implements a hiring freeze at the National Office, in addition to the five stations, until further notice. All hiring freezes shall also apply to the retention of independent contractors, temps, and freelancers;

whereas the iED has been replaced by a permanent ED and the CFO has resigned,

therefore, I move to amend the language, "or the IED and CFO" to read: "or the ED, John Proffitt and PNB Board Chair, Lydia Brazon."

APPENDIX F:

Archives Taskforce motion on recording stations

[Noticed by Allen, 5/21/15]

[Approved by Archives Taskforce on May 19, 2015]

Motion: That each Pacifica station dedicate a “recording station” that replicates the PRA/KPFK “Total Recorder” Program (128 kb’s; mp3 file format) and sends a hard drive to PRA quarterly. Passed without objection.

APPENDIX G:

Motion regarding a second recording secretary for the in-person meeting

[Medina]

(10 mins)

[noticed 5/21/15]

Whereas, minutes for the multi-day in-person meetings of the PNB in recent years have not been produced in a timely manner as this is massive and labor intensive task and,

Whereas KPFK LSB Secretary, John Garry has offered his volunteer time to act as Recording Secretary,

Move that the PNB designate John Garry as the PNB's Recording Secretary for the PNB in--person meeting scheduled for June 12-June 15, 2015 for both Open and Closed sessions and John Garry be allowed to record the executive sessions for the purpose of accurately producing the draft minutes, with the understanding that those recordings shall be destroyed upon approval of the minutes by the PNB and, that John Garry, shall, as he has in the past, sign a confidentiality agreement for this purpose.

APPENDIX H:

Motion re Vacant PNB Seat

(10 mins)

[Brazon, noticed 5/15/15]

Whereas the KPFK Delegates have failed to elect a KPFK Director to fill the vacancy on the PNB due to failure to make quorum, and,
Whereas, the Pacifica Bylaws state:

Article Five, Board of Directors of the Foundation, Section 8: Filling Vacancies on the Board

If a Director's seat previously held by a "Station Representative" Director becomes vacant for any reason, that seat shall be immediately filled for the remainder of the term by a Director elected by the Delegates from that radio station,"

Move that on June 14, 2015, the PNB take a recess from 2-3PM to allow the KPFK delegates to nominate and elect a Director to the PNB and,

That in the event, quorum is not met, the PNB shall at approximately 3PM take nominations of KPFK eligible candidates and conduct an election to fill said vacancy.

APPENDIX I:

Election Committee Motion #2

[Added 5-7-15]

[Adopted by the Elections Committee 4-27-15]

Motion on Election Cost-Cutting: Bulk-Rate Mailing of Election Materials & Shortened Candidate Statement Booklets

Whereas, Pacifica continues to be in severe financial crisis, and

Whereas, the National Election Supervisor has recommended that the election materials for the upcoming election be sent to voters via bulk-rate mail, which she estimates would save approximately \$17,000, along with a business reply envelope to make it easy for voters to return their ballot and contribution to offset costs, and

Whereas, the National Election Supervisor has issued an election timeline that includes the option of a ten-day extension of the period for ballot mailing and return (from 45 to 55 days) if bulk-rate mailing is decided, to ensure that all voters have adequate time to receive and return their ballots,

Resolved, that the Elections Committee recommends that the Pacifica National Board approve bulk-rate mailing of initial election materials to voters.

Further, the Elections Committee recommends that abbreviated candidate statements of up to 200 words be printed on the least expensive paper and included in the paper packet sent to all members. The packet will also include:

- a) notice that the full 500-word statements and questionnaire answers are available online, and
- b) instructions for members who want the full 500-word statements to request a mailing of the full-length printed booklet via a toll-free number or an email address.

In addition, each station will make announcements on their airwaves and websites, drafted by the National Election Supervisor, explaining the availability of full-length printed booklets.

(See APPENDIX J more more information)

APPENDIX J:

NES' Voter Mail Budgets for Stations

Voter Mail Budget #1: Full Regular Mailing

This option is the normal Pacifica procedure of sending every voter a ballot and candidate information booklet with a return envelope and fundraising appeal.

	Voter Materials					Total Voter Materials	Postage Send Options		Postage Reply Options		Total Proposal #1	Total Proposal #2	2012 Expense	2015 Savings (#1)	2015 Savings (#2)
	Ballot	Fundraising Appeal	Election Booklet	Outer Envelope	Return Envelope		First Class	Bulk Rate	No Postage	Business Reply	Voter Materials/First Class/Business Reply	Voter Materials/Bulk Postage/Business Reply			
KPFA	\$999.88	\$714.20	\$4,999.40	\$2,571.12	\$714.20	\$9,998.80	\$6,999.16	\$2,713.96	\$0	\$349.96	\$17,347.92	\$13,062.72	\$27,098.22	\$9,750.30	\$14,035.50
KPDK	\$937.09	\$669.35	\$4,685.45	\$2,409.66	\$669.35	\$9,370.90	\$6,559.63	\$2,543.53	\$0	\$327.98	\$16,258.51	\$12,242.41	\$26,507.07	\$10,248.56	\$14,264.66
KPFT	\$514.71	\$367.65	\$2,573.55	\$1,323.54	\$367.65	\$5,147.10	\$3,602.97	\$1,397.07	\$0	\$180.15	\$8,930.22	\$6,724.32	\$9,386.96	\$456.74	\$2,662.64
WBAI	\$999.67	\$714.05	\$4,998.35	\$2,570.58	\$714.05	\$9,996.70	\$6,997.69	\$2,713.39	\$0	\$349.88	\$17,344.27	\$13,059.97	\$21,834.21	\$4,489.94	\$8,774.24
WPFW	\$497.00	\$355.00	\$2,485.00	\$1,278.00	\$355.00	\$4,970.00	\$3,479.00	\$1,349.00	\$0	\$173.95	\$8,622.95	\$6,492.95	\$14,398.78	\$5,775.83	\$7,905.83
Totals	\$3,948.35	\$2,820.25	\$19,741.75	\$10,152.90	\$2,820.25	\$39,484	\$27,638	\$10,717	\$1,382		\$68,504	\$51,582	\$99,225.24	\$30,721.37	\$47,642.87

Voter Mailing Budget Comparisons

Voter Mail Budget #2: Two Postcard Mailings (NES RECOMMENDATION)

One large postcard with voter education, candidate information, phone number to request printed ballot to be sent following the confirmation of candidates. One postcard to be sent with voter instructions and website link with unique code for the voter to login and complete their vote when the voting period begins.

	Mailer 6x11 (including postage)	Postcard 4.25x6 (including postage)	Total
KPFA	\$6,427.80	\$5,427.92	\$11,855.72
KPDK	\$6,024.15	\$5,087.06	\$11,111.21
KPFT	\$3,308.85	\$2,794.14	\$6,102.99
WBAI	\$6,426.45	\$5,426.78	\$11,853.23
WPFW	\$3,195.00	\$2,698.00	\$5,893.00
Totals	\$25,382.25	\$21,433.90	\$46,816.15

	2012 Actual Expenses	Full Mailing Option	Postcard Mailing Option
KPFA	\$27,098.22	\$13,062.72	\$11,855.72
KPDK	\$26,507.07	\$12,242.41	\$11,111.21
KPFT	\$9,386.96	\$6,724.32	\$6,102.99
WBAI	\$21,834.21	\$13,059.97	\$11,853.23
WPFW	\$14,398.78	\$6,492.95	\$5,893.00
Totals	\$99,225.24	\$51,582.37	\$46,816.15

APPENDIX K:

Archives Taskforce (second motion)

(5 min.?)

[Added 4-9-15]

[Passed 2-11-2015 by Archives Taskforce]

Move that the 5 network stations make immediate contact (by Feb. 21, 2015) with Pacifica Archives staff to indicate the process in which stations will prioritize payments to PR through the second quarter. Passed without objection.

APPENDIX L:

Governance Committee Motion on consultant salaries (10 min.)

[Added 8-22-13]

[Re-Added 2-26-13]

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.

APPENDIX M:

SIDEBAND MOTION *from the WBAI LSB*

(15 min.)

[Added 10-24-13]

[Re-Added 2-26-15]

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

[Re-re-noticed on 4/2/15 by Roberts]

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.

APPENDIX N:

LSB review Budget motion

[Casenave]

[Added 2-26-15]

[noticed 10-27-14]

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.

APPENDIX O:

Hire freeze substitute motion

[Brazon]

[Added 2-26-15]

[noticed 10-30-14]

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.