

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD SPECIAL MEETING
From Various Locations via Telephone Conference
REVISED DRAFT AGENDA - Open Meeting
Thursday, July 9, 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	
Staff:	
John Proffitt, ED	

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.)

- 6.25.15 Draft PNB OPEN meeting minutes

II. ED Report (15 min.)

- III. Special Order of Business** (20 min.)
- A. Motion for Trustees for Pension and Retirement Plan
(see APPENDIX A below)
 - B. Motion for Strategic Planning Working Group
(see APPENDIX B below)
- IV. Committee Reports and Motions** (50 min.)
- A. Elections Committee
 - 1. Motion #2: Motion on Election Cost-Cutting
[approved by Elections Committee, 4/27/15]
(see APPENDICES C&D below)
 - B. Governance Committee
 - 1. Motion on Second Bylaws Amendment Process
[approved by Governance Committee, 6/2/15]
(see APPENDIX E below)
 - 2. Motion re. Process for Cancellation of Committee Meetings
[approved by Governance Committee, 7/7/15]
(see APPENDIX F below)
 - 3. Motion re. Clarifying “Basic” Membership
[approved by Governance Committee, 7/7/15]
(see APPENDIX G below)
 - C. Coordinating Committee
 - 1. Regularly Scheduled Open Session special meetings
[approved by Coordinating Committee, 3/2/15]
(see APPENDIX H below)

IV. Committee Reports and Motions (cont.)

D. Archives Taskforce

1. Recording station motion
[passed without objection by Archives Taskforce, 5/9/15]

(see APPENDIX I below)

V. New Business

- A. Motion re. Annual Membership Rate
[Roberts, noticed 6/9/15]

- B. Motion re. Term Inheritance
[Roberts, noticed 6/9/15]

- C. Motion re. Special Rule re. In-Person Meeting Order
[Roberts, noticed 6/9/15]

- D. Motion re. Special Rule re. Public Comment
[Roberts, noticed 6/9/15]

- E. Employee Timesheets Policy (10 min.)
[Kobren, referred at 6/13/15 PNB executive session to open session;
noticed 6/14/15]

(see APPENDIX J below)

- F. KPFA Management terminology motion (10 min.)
[Kobren, referred at 6/13/15 PNB executive session to open session;
noticed 6/14/15]

(see APPENDIX K below)

- G. Motion on KPFA hiring process for temporary and occasional employees
(10 min.)
[Kobren, referred at 6/13/15 PNB executive session to open session;
noticed 6/14/15]

(see APPENDIX L below)

V. New Business (cont.)

- H. Motion to change the due dates of July 15 to August 15, 2015 for all reports referenced in the motion Programming Operations motion (approved June 12-15, 2015)
[Roberts, noticed 7/6/15]

(see APPENDIX M below)

- I. Motion re. WBAI Producer Armand DiMele
[Roberts, noticed 7/9/15]

(see APPENDIX N below)

VI. Adjourn

(by 11:00PM ET)

APPENDIX A:

Motion for Pension and Retirement Plan

The Pacifica National Board hereby accepts the resignations of Raul Salvador and Margy Wilkinson as Trustees of the Pacifica Foundation Pension and Retirement Plan, and appoints Executive Director John Proffitt and Chair Lydia Brazon to serve as successor Trustees.

APPENDIX B:

Motion for Strategic Planning Working Group

[Norman, noticed 7/9/15]

I would move that the PNB form a Strategic Planning Working Group composed of Directors and ED to review proposals and strategic plans for the Foundation and submit them to the full board for approval.

APPENDIX C:

Election Committee Motion #2

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

Adopted by the Elections Committee - 4/27/15

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 D below for NES' Voter Mail Budgets for Stations)

APPENDIX D:

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
KPKF	\$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
KPKF	\$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
KPKF	\$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 E:

Motion on Second Bylaws Amendment Process

[approved by Governance Committee, 6/2/15]

The Governance Committee recommends that a second bylaws amendment process be initiated in 2015. (Without objection, June 2, 2015) The end of the period for LSB approval of the proposed amendment from the first cycle is July 6. The timeline, as recommended by the Chair is:

Notice Date: July 31

Close of Notice period. Sept 14th:

PNB Meets Sept 17

LSBs must act before November 16.

APPENDIX F:

Motion re. Process for Cancellation of Committee Meetings

[approved by Governance Committee, 7/7/15]

Whereas neither Pacifica By-laws nor Roberts Rules of Order specify a process for cancellation of committee meetings, the Governance Committee urges the Pacifica National Board to approve the following as a standing rule

RESOLVED that meeting dates (including recurring meetings on the Pacifica Board Meeting Calendar) which have been established by a majority vote of a committee, and properly noticed, shall not be cancelled except by a majority vote at a properly noticed meeting at which quorum is achieved or by the written (email) consent of a majority of committee members. Said consent shall be sent to the entire committee.

APPENDIX G:

Motion re. Clarifying “Basic” Membership

[approved by Governance Committee, 7/7/15]

That Station membership is Pacifica membership and comes with the right to vote and run in local board elections.

While station management is free to create categories of support with various “perks” and privileges, no station shall claim there exists a difference between the “station” membership rate and the “Pacifica” membership rate, nor shall they suggest that “basic” membership comes at a rate different from that set by the Pacifica bylaws.

(For reference only; not part of the motion

See for example:

<https://pledge.kpft.org/>

<https://www.wpfwfm.org/pledge/index.php>)

APPENDIX H:

Regularly Scheduled Open Session special meetings

[approved by Coordinating Committee, 3/2/15]

That the PNB set as its regularly scheduled Open Session special meetings the first Thursday of every month from 8:30PM, E.T. to 11PM E.T. and other meetings, including executive sessions will be scheduled, as needed.

APPENDIX I:

Recording station motion

[passed without objection by Archives Taskforce, 5/9/15]

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.

APPENDIX J:

Employee Timesheets Policy

[Kobren, referred at 6/13/15 PNB executive session to open session; noticed 6/14/15]

All employees at Pacifica units are non-exempt and that in order for an employee to be issued a paycheck for his/her work, whether for regular, temporary or occasional work hours, the employee is to complete an employee timecard for the hours worked during a particular pay period, have it signed by the Program Director or General (or unit Manager) or designated manager, and submit the timecard to the unit Business Manager or equivalent manager.

APPENDIX K:

KPFA Management terminology motion

[Kobren, referred at 6/13/15 PNB executive session to open session; noticed 6/14/15]

That the PNB directs the ED to require the KPFA GM to provide him, the PNB and the KPFA LSB by June 30, 2015 with the following information:

1. A document containing the definition for each of the following positions at KPFA:
 - supervisor
 - department head
 - director (or co-director)
 - work leader
 - manager (other than the GM, PD or Business Manager);
2. The application policy and hiring process for each of the above positions;
3. The job description and/or roles and responsibilities, where applicable, for each of the above positions, including whether the position is an employee or management position, and if the position has approval authority for an employee timecard;
4. A confidential listing for each of the above positions of the names of current staff members who hold any of these positions at KPFA and whether the staff member is a union member;
5. The members of the KPFA GM's "management team".

APPENDIX L:

Motion on KPFA hiring process for temporary and occasional employees

[Kobren, referred at 6/13/15 PNB executive session to open session; noticed 6/14/15]

That the PNB directs the ED to require the KPFA GM to provide him, the PNB and the KPFA LSB by June 30, 2015 with the application policy and hiring process for temporary and occasional employees at KPFA.

APPENDIX M:

Motion #1 PROGRAMMING OPERATIONS (approved by PNB on June 13, 2015)

Whereas the Pacifica Bylaws require that each Local Station Board (LSB) “work with station management to ensure that station programming fulfills the purposes of the Foundation and is responsive to the diverse needs of the listeners (demographic) and communities (geographic) served by the station, and that station policies and procedures for making programming decisions and for program evaluation are working in a fair, collaborative and respectful manner to provide quality programming”, be it hereby resolved that

The Executive Director (ED) shall be required to direct each station’s General Manager (GM) to provide, by July 15, 2015, a written station programming report to their LSB and to the PNB that includes the following:

- the process and problems if any by which programs are evaluated, moved, removed, and added, including how audience support (financial and otherwise) is measured and incorporated
- the process and problems if any of producer development and training
- the process and problems if any which interns are integrated into station programming
- the process and problems if any which preemptions are decided upon and applied
- the process and problems if any which programs are made national
- the process and problems if any which themes and staffing of special national programs are identified
- the use of the internet in promoting station programming, including station website innovations, I-tunes, Tuned-in, tumblr, twitter, facebook, and blogs etc.
- the use of audio-video live streaming on station websites for real-time coverage of actions and events that are news in the making.

The Pacifica National Board (PNB) also requires that the ED direct each GM to obtain and provide a written report to their LSB and to the PNB, by August 1, 2015, from the station’s Community Advisory Board that lists its membership, describes its functioning, and reprises all work done with regard to community needs assessments since March 2013; and further, that

The PNB directs that each National Board Member who serves on a station Committee of Inclusion shall provide a written report prepared by the committee to their LSB and to the PNB, by July 15, 2015, that lists its membership, describes its functioning, and reprises work done this year.

These reports and any structured responses thereto, including minority reports, from local station boards shall be the basis for discussion on the PNB Programming Committee.

APPENDIX N:

Motion re. WBAI Producer Armand DiMele

[Roberts, noticed 7/9/15]

Moved that the PNB authorizes the posting of an acknowledgement of the life and transition of WBAI's late Armand DiMele to the "In Memoriam" section of the foundation website.