

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD REGULAR MEETING
From Various Locations via Telephone Conference
DRAFT AGENDA - Open Meeting
Thursday, December 15, 2016 - 8:30PM ET

I. Call to Order

A. Roll call and establishment of quorum

Grace Aaron, KPFK	Michael Novick, KPFK
Jonathan Alexander, KPFK	Efia Nwangaza, WMXP Affiliate
Wesley Bethune, KPFT	Vinisha Patel-Adams, KPFT
Jim Brown, WPFW	Ron Pinchback, WPFW
Adriana Casenave, KPFT	Cerene Roberts, WBAI
Bill Crosier, KPFT	Lewis Sawyer, KPFA
Jose Luis Fuentes-Roman, KPFA	Nancy Sorden, WPFW
Jan Goodman, KPFK	Themba Tshibanda, Uhuru Radio Affiliate
Janet Kobren, KPFA	Margy Wilkinson, KPFA
Tony Norman, WPFW	
Staff:	
Lydia Brazon, iED	

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

C. Excused absences

D. Agenda Approval (30 min.)

II. 2017 Affiliates Directors election process (100 min. total)

A. 2017 Affiliate Director nominee interview process (5 min.)

B. Interviews of 2017 Affiliate Director nominees (90 min.)

C. Balloting Protocol for 2017 Affiliate Directors (5 min.)

(see APPENDICES A&B below)

III. PNB Committees and Taskforces

A. Personnel Committee

1. Request the PNB authorize a \$2,000.00 budget for posting CFO job listing ads

B. Coordinating Committee

1. PNB Secretary Report regarding final reports on 2016 Bylaws Amendments ballots (5 min.)

C. Finance Committee

1. NFC motion regarding a revenue increase planning group
(see APPENDIX C below)
2. NFC motion regarding December 13, 2016 FY2017 budget deadline
(see APPENDIX D below)

D. Programming Committee motions

1. Programming Committee motion regarding the general rubric or theme of "The First 100 Days" (5 min.)
(see APPENDIX E below)
2. Programming Committee motion requesting PNB reaffirmation regarding compliance with Article 7, Section 3 of the bylaws (5 min.)
(see APPENDIX F below)

IV. Old Business

A. Motion on health care expenses [Crosier]

(see APPENDIX G below)

IV. Old Business (cont.)

- B. Motion regarding Directors inspections of Personnel files
[Kobren]

(see APPENDIX H below)

- C. Reconsider Bylaw Amendment Proposal
[Roberts]

(see APPENDIX I below)

- D. Motion to rescind PNB Secretary motion
[Roberts]

(see APPENDIX J below)

- E. Pacifica Financial Crisis - Discussion and Actions Needed
[Crosier]

(60 min.)

- F. Funding for audits, payroll, insurance, elections
[Crosier]

(see APPENDIX K below)

- G. Motion regarding the streaming of meetings that do not achieve quorum
[Novick]

(see APPENDIX L below)

- H. Motion regarding emergency cash flow plans
[Novick]

(see APPENDIX M below)

- I. Motion regarding volunteer accounting and financial talent
[Novick]

(see APPENDIX N below)

- J. Motion regarding standard financial reporting formats
[Sorden]

(see APPENDIX O below)

IV. Old Business (cont.)

- K. Motion on PNB Taskforces
[Roberts] (25 min.)
- L. Conducting PNB and committee meetings without a live web stream, when a volunteer is willing and available to do it, in violation of our Bylaws and CPB's Open Meetings requirements
[Crosier]
- M. Unauthorized cancellations of properly-noticed PNB meetings, in particular the one scheduled for July 28
[Crosier]
- N. Lack of a report on the investigation Lydia promised us months ago into the alleged widespread copyright infringement at WBAI
[Crosier]
- O. Why the PNB never got the final KPFK arbitrator's report, that was supposed to be done in July
[Crosier]
- P. Plans for restoring restricted funds that were used for operating expenses
[Crosier]
- Q. Plans, if any, for getting the FY2014 and FY2015 audits done, and the FY2016 audit started
[Crosier]
- R. Search and hire of an ED and CFO
[Crosier]
- S. Raising of funds for Haiti disaster relief and FCC waiver
[Crosier]
- T. How we will be able to continue operations of the National Office and PRA plus continue paying other required expenses, with the failure of stations to make Central Services payment
[Crosier]
- U. What is the ED is doing on fund raising, including grant writing, major donor events, etc.
[Crosier]

IV. Old Business (cont.)

**V. Foundation credit card receipts for this year
[Crosier]**

VII. Adjourn

(by 10:30 PM ET)

APPENDIX A:

Article Five, Board of Directors of the Foundation, Section 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.

B. ELECTION

As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall establish a protocol for balloting and shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method. Affiliate Directors shall serve for a one-year term which shall commence with their seating at the regular January Board meeting.

(http://pacificafoundation.org/indexed_bylaws/art5sec4.html)

APPENDIX B:

Motion regarding 2017 Affiliates Director STV election protocol

[Kobren, noticed 12/15/16]

Per Article 5, Section 4.B. of the bylaws, the PNB shall conduct an STV ballot by email to elect the two 2017 Pacifica Affiliate Directors. The PNB Secretary shall prepare and email ballots that will include instructions to all the PNB Directors except the two Affiliates Directors by December 19th. The deadline for submission of the ballots shall be Thursday, December 22nd, 11:59 PM ET. Terry Goodman shall serve as election teller. Joseph Davis shall serve as the second ballot recipient. The ballots shall be counted and tallied in public at KPFT on Friday, December 23rd, beginning soon after 12 noon Houston time (1:00 PM EDT), by teller Terry Goodman and second ballot recipient Joseph Davis following the same procedure that has been used in the past. The vote count shall be reported to the PNB by the election teller no later than 3:00 PM ET on Monday, December 26th and the PNB Secretary shall notify the candidates via email of the results.

APPENDIX C:

Motion regarding a revenue increase planning group

[NFC, approved 9/20/16]

The NFC recommends that the PNB direct the interim Executive Director and the General Managers of all units to constitute a revenue increase planning group including four of their own members and 3 members of the PNB elected by the PNB, to focus on developing a plan for increased revenue generation, including necessary steps to be taken and a timetable for carrying them out, to present to the PNB at a special meeting on or around October 20.

APPENDIX D:

Motion regarding December 13, 2016 FY2017 budget deadline

[NFC, approved 11/29/16]

The NFC recommends to the PNB to adopt a motion directing the iED to have the GMs of WBAI and WPFW prepare balanced budget proposals for their stations, and to direct the national finance staff to produce a revised budget for the National Office incorporating new income estimates and Central Services payments based on the PNB SCA credit motion, to submit to the NFC by Dec. 13, 2016.

APPENDIX E:

Programming Committee motion regarding the general rubric or theme of "The First 100 Days"

[Programming Committee, approved 11/17/16]

Resolved that the PNB Programming Committee recommends that the PNB propose a joint programming effort by Pacifica's five stations, the PRA and our affiliates under the general rubric or theme of "The First 100 Days", to air during the first hundred days of the incoming Trump administration, to look at a) what pressing social, political, environmental, and economic needs should be addressed; b) what measures the Trump administration is actually seeking to implement, and whom they would benefit; and c) what forms of resistance to unjust aspects of the Trump agenda are being developed in our various listening areas, nationally and internationally. The use of archival material from PRA reflecting a comparison of the 100 days beginning January 20 to the opening salvos of previous presidential administration would be incorporated, possibly in the form of brief syndicated "look back" historical moments corresponding to events on those same dates in prior years or administrations. The entire project would be publicized in advance, seeking collaboration and partnerships in its implementation, and as a basis for grant-writing and fundraising.

APPENDIX F:

Programming Committee motion requesting PNB reaffirmation regarding compliance with Article 7, Section 3 of the bylaws

[Programming Committee, approved 9/7/16]

Resolved that the PNB Programming Committee is aware that programming draws listeners, and listeners become supporters, and that there is an urgent need to draw in new listeners and additional dollars for all our stations;

Nevertheless, management of all Pacifica stations must comply with the Bylaw requirement for fair and respectful collaboration pursuant to Article 7 Section 3, G (below); and

The PNB Programming Committee believes that the program changes implemented at WBAI since August 2016, all of which lack any or adequate consultation, should be undone and the manager should create a process to be discussed with staff;

and

That this motion shall be distributed to the PNB with the recommendation that they reaffirm our position, and be copied to all General Managers upon its passage.

http://pacificafoundation.org/indexed_bylaws/art7sec3.html

Article Seven, Local Station Boards, Section 3: Specific Powers and Duties

Each LSB, acting as a standing committee of the Foundation's Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation's Board of Directors:

G. To 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.

APPENDIX G:

Motion on health care expenses

[Crosier, noticed 3/16/16]

Given the difficult financial situation of the foundation, the PNB shall create a task force, to include the CFO and ED, to investigate the means of reducing health care expenses while respecting the welfare of our employees. This task force should begin work immediately, with the goal of finishing by the end of April, so that their recommendations can be used by the National Office in the budget templates to be provided to stations this spring, in preparation for the FY2017 budgets. The task force shall be composed of 6 PNB members plus the CFO, and should be elected via STV by e-mail ballots.

APPENDIX H:

Motion regarding Directors inspections of Personnel files

[Kobren, noticed 4/7/16, modified per Section 33 of Roberts Rules, 4/21/16]

Whereas, Article 12, Section 3 of the bylaws and California Corporate Code, PNB Directors “have the absolute right at any reasonable time to inspect and copy all of the Foundation’s books, records and documents of every kind” (see citations below); and

Whereas, personnel files are part of such records and documents; and

Whereas, in 2008 Pacifica Corporation Counsel Dan Siegel advocated that medical records be kept in separate files from personnel files and during his participation in the March 28, 2008 PNB open session continuation meeting of the March 20, 2008 PNB meeting during which a discussion of Directors inspections that included personnel files, he said the following (transcribed verbatim from the audio archive at <https://kpftx.org/archives/pnb/pnb080328/pnb080328a.mp3>):

The reality of it is and people can disagree or not with the law but the law basically says look, the Foundation is the employer and the board is the leadership of the employer so the rights of board members are really equal to, or superior to, that of any staff, HR person, general counsel, executive director and so on. So the board really does have the legal right to look at all this stuff.

It seems that where we have to balance it, because there are not cases that have actually addressed these issues, is when you get to areas where an individual may have a Right to Privacy under the California constitution, and that clearly includes medical stuff and it also includes personnel records. But the counter argument is, is that if anyone is allowed to look at those personnel records, then certainly Board members are.

As to what people are looking for, we’ve had all sorts of requests from, you know I want to find out how much so-and-so charged for lunch last Friday when they used the Foundation credit card to I want to find out how much we’ve spent on stringers at a station over the last two years. People want to know all sorts of things.

and Whereas, at some Pacifica units some Directors have faced resistance by management and/or have not been allowed by management to inspect and copy personnel files; and

Whereas, one staff member mischaracterized a director’s inspection at her station and appealed to her LSB to put limits on a Director’s rights (see below); and

Whereas, that LSB has been discussing putting conditions and limits on Directors regarding their Directors inspections of personnel files that would involve instructing their GM to abide by those conditions and limits,

Resolved that:

Regarding the matter of a Director’s inspection of personnel files, other than health records covered by HIPAA, access to Directors shall be granted in performance of their fiduciary duty, and

The PNB directs the IED/ED to direct unit managers to remove health records covered by HIPAA from personnel files and maintain them separately.

Also resolved that:

The PNB directs the IED/ED to direct unit managers (KPFA, KPFB, KPFT, WBAI, WPFW, PRA) to comply with any properly noticed Directors inspection and grant access per Article 12, Section 3 of the bylaws and California Corporate Code.

The PNB also directs all LSBs and staff to not interfere in the duties of any Director regarding Directors inspections.

Also resolved that:

Copies of personnel files shall have all personal information redacted; and

All personal file information obtained from a Pacifica unit via a Director’s inspection shall be reported to the PNB and kept confidential within the PNB unless the PNB specifies otherwise; and

All personal file information obtained regarding senior management via a Director’s inspection shall be reported to the PNB and kept confidential within the PNB unless the PNB specifies otherwise.

APPENDIX H (cont.):

Article Twelve, Corporate Records, Report and Seal, Section 3: Directors: Inspection Rights

Every Director, or his or her designated agent, shall have the absolute right at any reasonable time to inspect and copy all of the Foundation's books, records and documents of every kind and to inspect the physical properties of the Foundation.

California Corporations Code:

8334. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

KPFA Local Station Board

January 22, 2016

Dear LSB Members:

Thank you for agreeing to give of your time to serve KPFA and it's community listeners. I'm sorry to have to introduce a sour note at the first meeting of 2016.

I am writing to object in the strongest terms to the action taken by LSB and Pacifica National Board member Janet Kobren, who made copies of my personnel file and that of several of my KPFA colleagues.

When KPFA Business Manager Maria Negret asked Janet Kobren what she was looking for, she reportedly said, "I'll know it when I see it". This smells like a fishing expedition. I have not been informed that I have been accused of any improprieties, nor that there are any legitimate business purposes that would require a Pacifica National Board member to go through my file, make copies of it, and take it off the premises. There are 2 PNB members. Are we to understand that they can all have copies of anyone and everyone's personnel files across the network?

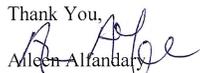
At a time of increasing public sensitivity over surveillance and government overreach, it is deeply disturbing for a member of the PNB to act in such a way.

I make the following demands of Janet Kobren, which I hope the LSB will support:

- Inform affected union members why you made copies of our personnel files
- Inform affected union members if you have shared our personnel information with anyone else
- Inform affected union members the precise location you have kept our files while they've been in your possession – at your home, at an office, where? If you have not kept our information securely under lock and key, where have our files been stored.
- Finally, return the copies of our files to KPFA's Business Office

This incident has violated my privacy and perhaps California state law which guarantees workers a right to privacy. If there's a case to be made for why Janet Kobren acted in this way, please communicate it to those of us who were affected. If not, I hope the LSB will make it clear to Janet Kobren that this was an abuse of her position, she should answer the questions above, and neither she nor anyone else should repeat the violation.

Thank You,


Aileen Alfandary
KPFA News Co-Director
aileen@kpfa.org

APPENDIX I:

2016 Bylaw Amendments Timeline (First Ballot)

[Approved by PNB, 4/7/16]

For the 2016 Bylaws Amendment Process (first ballot), all properly proposed Bylaws amendments shall be submitted to the Pacifica National Board Secretary at secretary@pacifica.org and shall be held until the "Notice Date" April 17, 2016. that date which is 45 days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board on April 7, 2016.

The Delegates at each of the 5 stations shall vote on the proposed amendment(s) within the 60 day period beginning with the voting date of the PNB which is determined on April 7, 2016 (recommend PNB vote date to be Thursday, June 2, 2016).

Per Article 17, Section 1 of the bylaws:

Under A. PROPOSING AMENDMENTS

Amendments may be proposed by:

- (1) six (6) Directors;
- (2) a majority vote of the Delegates of each of two radio stations;; or
- (3) a petition signed by at least one percent (1%) of all Members, which petition to be considered "proposed" must be delivered to the Foundation's Secretary

Under B. VOTING AND APPROVAL

- (2) (ii) in the case of amendment(s) proposed by Member petition pursuant to Section 1(A)(3) above, said proposed amendment(s) must first be presented to the Board and the Delegates for approval as set forth in Section 1(B)(2)(i) above. If any proposed amendment is approved by the Board and the Delegates, then, unless membership approval is required under Section 1(B)(3) below, the amendment shall be adopted. If any proposed amendment is not approved by the Board and Delegates, then it shall be submitted to the Members for approval and shall be adopted if approved by the Members as set forth in Section 1(B)(4) below. Voting shall be completed by December 31 of the year in which the amendments are proposed.

Please visit Pacifica.org to access the bylaws, Article Seventeen, [Amendment of Articles of Incorporation and Bylaws](#), Section 1: Amendment of Bylaws

APPENDIX J:

Motion regarding PNB Secretary

[Approved by PNB 6/2/16]

Whereas when the bylaws were written the PNB was to meet only quarterly, and

Whereas the number of PNB meetings has grown to an average of two open meetings plus one closed meeting a month, and

Whereas in addition to producing PNB meeting minutes, the duties and responsibilities of the PNB Secretary include: preparing for and producing draft agendas for all PNB meetings, being present at and throughout PNB meetings to do roll calls and tally votes, submitting report-outs for PNB executive sessions, preparing and managing committee membership lists, maintaining PNB Director information, maintaining LSB membership lists, creating LSB membership lists after LSB elections, maintaining LSB runners-up lists, shepherding through the proposed bylaws amendment process (now two times per year), performing a role in the Affiliates Directors process as laid out in the bylaws, preparing ballots and other tasks for PNB STV processes, preparing board resolution documents, signing official documents, and doing secretarial correspondence and other assorted tasks, and

Whereas the almost exponential growth of PNB meetings has put an enormous tax on the PNB Secretary, usually held by a Director whose tasks are carried out on a volunteer basis in addition to his/her work as a Director, member of PNB committees and member of his/her LSB, and

Whereas the responsibilities of the PNB Secretary are gargantuan and amount to a full-time job when performed diligently, and

Whereas in the past the PNB has provided assistance to the PNB Secretary in the form of volunteer help in preparing draft PNB meeting minutes (note that currently no such volunteer support is available), and

Whereas in the past the PNB has provided paid assistance for the PNB Secretary in preparing draft meeting minutes, and

Whereas under normal conditions paid staff support is provided to the Foundation Secretary with no such paid staff support currently available, and

Whereas there is a backlog in draft PNB meeting minutes, an upcoming in-person PNB meeting, and having PNB meeting minutes is imperative,

Resolved that the Coordinating Committee recommends the PNB approve financial support for the PNB Secretary to prepare past and future open PNB meeting draft minutes. Janet Kobren has been serving as PNB Secretary without financial compensation and she requests this remain the case. Any financial compensation for assistance in support of the work of the Secretary would go to others. Such paid assistance shall come out of the PNO budget and shall be on a temporary basis at a rate of no more than \$20/hour for up to 3 hours per meeting, coming to a total of \$720 for the backlog, \$60 per meeting going forward, and \$1,000 lump sum for the upcoming in-person meeting.

APPENDIX K:

Funding for audits, payroll, insurance, elections

[Crosier, noticed 7/7/16]

Failure to fund the FY2014 and FY2015 audits has put Pacifica into serious trouble. Therefore I move that the National Office is authorized to debit station accounts no later than July 31, 2016 to cover the outstanding FY 2014 audit balance of \$67,000 proportionately (see table below) with the payments to be credited to the oldest outstanding central services bill for that station in the preceding 12 month period.

(Table based on percentage of total foundation revenues raised)

KPFA Revenue \$2.193M Percentage 34% Amount \$23K

KPFB Revenue \$1.898M Percentage 29% Amount \$19K

WBAI Revenue \$1.013M Percentage 15% Amount \$11K

KPFT Revenue \$728K Percentage 12% Amount \$8K

WPFW Revenue \$585K Percentage 10% Amount \$6K

Going forward to ensure funding for the FY2015 audit, insurance, meeting legal requirements and basic bylaws compliance, the managers of each station are required to make funding the following as their top priorities, each month, in the following order, effective immediately:

1. Payroll and health benefits
2. Utilities and Rent
3. Central Services payments for the current month
4. Election costs
5. Other expenses

APPENDIX L:

Motion regarding the streaming of meetings that do not achieve quorum

[Novick, noticed 8/3/16]

Resolved that if a PNB meeting fails to achieve quorum it shall be streamed on KPFTX.org only for the purpose of taking an official roll call and setting an adjourned meeting (if appropriate).

APPENDIX M:

Motion regarding emergency cash flow plans

[Novick, noticed 9/1/16]

Moved that the PNB declare a state of financial emergency and direct the iED to have all unit managers produce cash flow plans that can cover essential expenses over the next 90 days by September 22.

APPENDIX N:

Motion regarding volunteer accounting and financial talent

[Novick, noticed 9/1/16]

Resolved that the PNB direct the CFO to seek volunteer accounting and financial talent from organizations such as SCORE and RSVP that make retired professionals available to non-profit organizations.

APPENDIX O:

Motion regarding standard financial reporting formats

[Sorden, noticed 9/1/16]

That the CFO design standard reporting formats for all Stations and National Office to use for providing regular information on:

- i. Accounts Payable
- ii. Fund drive details
- iii. Cash Collections

and identify other reports necessary to generate transparency and understanding of the Stations' and National Offices finances.