

**Draft Agenda
PNB Special Call-in Meeting
Open/Public session
July 27, 2017 8:30 pm ET**

Item #	Item	Time
1	Call to Order Roll Call Identify Timekeeper Excused absences	10 min
2	Agenda Approval	10 min
3	Minutes Approval 7-20-17	5 min
4	Governance Committee 1 Contracts & Compensation Committee: 06-20-17	5 min
5	Governance Committee 2 General Disclaimers: 06-20-17	5 min
6	Governance Committee 3 Station Identification: 06-20-17	5 min
7	Finance Committee Restructuring Committee: 06-27-17	5 min
8	Audit Committee Report Out by Cost Centers: 04-25-17	5 min
9	Programming Committee 1 Ally: 05-03-17	5 min
10	Programming Committee 2 Programming Directors: 05-03-17	5 min
11	Programming Committee 3 Program Evaluation: 05-03-17	5 min
12	Adjourn to closed (Time certain 10:00 PM ET or earlier)	

KPFA: Sabrina Jacobs TM Scruggs Aki Tanaka Andrea Turner KPFK: Grace Aaron Jonathan Alexander Jan Goodman Mansoor Sabbagh	KPFT: Adriana Casenave Bill Crosier Rhonda Garner Robert Mark WBAI: Kathryn Davis Ken Laufer Cerene Roberts Alex Steinberg	WPFW: Jim Brown Benito Diaz Nancy Sorden Maskeelah Washington Affiliates: David Beaton Themba Tshibanda
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Governance Committee Motions

1. Contracts & Compensation Committee: 06-20-17

As provided in Article Eight, Other Committees of the Board of Directors, Section 1: Committees of the Board

...

G. Approve or execute any contract or transaction to which the Foundation is a party; or

H. Incur any indebtedness, or borrow money, on behalf of the Foundation,

...

the PNB hereby establishes the Contracts & Compensation Committee to oversee and approve or disapprove all major legal and financial transactions and contracts involving any of the business units, accounts or holdings of the Pacifica Foundation, which have not already been pre-approved in that business unit's budget. The purpose of the committee is to ensure that the Foundation's business dealings and investments are wisely and properly managed.

The committee will be composed of the following 5 individuals:

- the ED,
- the CFO,
- the Chair of the National Finance Committee
- Chief Operations Officer
- Legal Council or appointed adviser

The committee may also have an additional non-voting secretary. All meetings will be in executive session. The committee will meet at least monthly, or more frequently as necessity demands. The committee will have access to all financial and personnel information from any of the business units as well as bank statements for any accounts at the National Office or any of the business units.

Major legal and financial transactions are defined as follows or as amended by the PNB in the future:

- Any payment or commitment of
 - \$10,000 or more expended over a period of 3 months or less
 - \$30,000 or more expended over a period of 6 months or less
 - \$70,000 or more expended over a period of 9 months or less
 - \$100,000 or more expended over any period of time.
- Any other contracts, transactions, or intended expenditures that have been presented to the committee for evaluation.
- Any transaction/contract/commitment of \$100,000 or more once approved by this Committee will be presented to the PNB and will require a majority vote of the PNB for approval.

Any and all Major legal or financial transactions at any of the business units will require Contracts & Compensation Committee review followed by PNB approval.

The ED, and only the ED, will always have the authority to make emergency expenditures as needed, even without PNB or this committees oversight or approval, however, the fact of such emergencies normally indicates a failure of management and reporting and should be the rarest of occurrences.

This policy will be distributed to all General Managers, Business Managers and Financial Personnel at all business units and will be included in training material required of any newly hired personnel in any of those positions.

2. General Disclaimers: 06-20-17

In order to inform the public of Pacifica's tradition of journalistic objectivity and to facilitate the greatest degree of uncensored expression by our broadcasters and their guests,

Therefor be it resolved that the General Manager of each station will be responsible for the establishment and use of general disclaimer statements to be aired 2 to 5 times per day.

Normally the General Manager will assign this task and its monitoring to the Program Director, however the responsibility for the proper use of disclaimer statements will reside with the General Manager and will be considered in evaluation of the General Manager's job performance.

Compliance to this policy will be reported to the Executive Director in written report or email during the month of January and again in June each year. The report will include a list of all disclaimers used and on what programs and how often they are stated. Initial compliance is required by June 30th 2017.

Examples of appropriate disclaimer statements can be found via the internet but there is currently no legal standard set in Pacifica. It is expected that the programmers, the Program Director and the General Manager will use common sense and creativity to generate statements that are brief, informative and enhance the listening experience rather than act as a distraction or bother.

3. Station Identification: 07-20-17

"Station identifications at each of the five stations should include the information that the station is part of the Pacifica network."

Finance Committee Motion

1. Restructuring Committee: 06-27-17

Motion: "That the NFC ask the PNB to establish an ad hoc committee called the Restructuring Committee to find and acquire help from outside consultants to create a plan for restructuring Pacifica toward establishing a positive cash flow."

Audit Committee Motion

1. Report Out by Cost Centers: 04-25-17

"Moved, each cost center of Pacifica shall propose and begin the implementation of a plan to rectify in fact and by written protocol or policy the defects as stated in the 2014 Auditor Management letter no later than May 31, 2017 and submit them to the PNB by this date."

"We also request that iED report to Audit Committee and PNB, by unit, status report as to the status of review and changes suggested by the former audit Firm."

Programming Committee Motions

1. Ally: 05-03-17

All Pacifica radio stations should actively ally with journalism schools and communications programs in their signal areas. All these young people are being trained in multi media production and they can create new shows and reinforce existing ones. All current shows should include social media producers who will develop the Facebook pages and also use Twitter.

2. Programming Directors: 05-03-17

That the job descriptions of all Pacifica Program Directors include the following:

The Program Director is expected to improve the listenership of the station. If the station does not subscribe to Nielsen ratings, the listenership shall be estimated based on the following metrics, each one given equal weight:

- 1) The number of online listeners tabulated by an analysis of the information available on <http://stats.pacifica.org/> and/or individual downloads or online listeners tracked on individual station websites.
- 2) The gross revenue of the station, as improved listenership generally is reflected in improved revenue.
- 3) Increased membership, as improved programming builds larger audiences and results in more listener support and loyalty.

3. Program Evaluation: 05-03-17

Listenership at all 5 stations has been declining, as far as we can tell without subscribing to Nielsen ratings. Declining listenership has resulted in declining membership and income. This has been forcing stations to lengthen fund drives and resort to other measures to make ends meet. Because of this it is

imperative that programming improvement be a top priority. Therefore, it is necessary to evaluate programs on an individual basis. Thus, the Program Director is charged with evaluating every program using the following criteria:

- 1) Nielsen ratings (if available).
- 2) Amount of money generated by the program.
- 3) Amount of membership generated by the program.
- 4) Does the program content conform with the Pacifica Mission?
- 5) Willingness of the programmer to create learning opportunities for interns, including affording them some on air experience.
- 6) Sound quality of the program.
- 7) Production values of the program.
- 8) Does the program subject matter add diversity to our grid in terms of appeal to varied demographics and interests?
- 9) Does the program have a social network presence and is the programmer and/or producer promoting through social media and other outreach?
- 10) Input from stats.pacifica.org, Community Advisory Boards, PNB National Programming Committee and Audio Port program sharing history.
- 11) Amount of Volunteer participation of programmer in station operations and events.

Programs should be judged based on their placement on the grid. In other words, as morning drive time has a higher potential audience it should be expected to produce more income than shows in a less advantageous time slot. The Program Director should first evaluate all programs involving paid staff. The next evaluation priority will be all programs in daytime hours during the week and on weekends.