

MINUTES OF THE PACIFICA FOUNDATION FIRST MEETING OF THE INTERIM BOARD OF DIRECTORS

December 29, 2001 - Telephone Conference Meeting

Directors Present

Leslie Cagan - Chair
Teresa Allen
Marion Barry
Pete Bramson
Janice K. Bryant
James Ferguson
David Fertig
Barney Goodman
Dick Gregory
Wendell Johns - outgoing Treasurer
Ray Laforest
Bertram Lee
Rob Robinson
Carol Spooner - Secretary
Jabari Zakiya - Treasurer

Staff Present

Joanne Meredith - Acting Executive Director
Marianne Dubois - Administrative Assistant

The meeting was webcast by AT&T so that interested members of the public across the country could listen in live.

The meeting was called to order at approximately 10 minutes after 12 Noon EST by Wendell Johns as the sole officer remaining from the prior board of directors. Directors Barry, Gregory and Lee had not yet joined the call. The first order of business was election of officers. Leslie Cagan was elected Chair, and Carol Spooner was elected Secretary, and nominations and discussion of the Treasurer's office were under discussion when Bertram Lee joined the call and reported that the operator had informed him that the meeting was cancelled. Lee reported that both Marion Barry and Dick Gregory had been similarly misinformed. The meeting was halted until Barry and Gregory could be joined on the call. The meeting was then recommenced from the beginning with Leslie Cagan acting as Chair pro-tem.

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Election of Officers

Chair: Leslie Cagan was nominated by Carol Spooner. Marion Barry was nominated by James Ferguson.

Carol recommended Leslie Cagan both for her inclusive, collaborative, fair and open-minded approach to bringing people together, and for her long and distinguished work as a political activist and writer which would add distinction and credibility to the work of the interim board.

James recommended Marion for his distinguished service as Mayor of Washington, D.C. as well as his long experience and leadership qualities.

Roll call vote:

For Cagan: Allen, Barry, Bramson, Bryant, Cagan, Fertig, Goodman, Gregory, Johns, Laforest, Robinson,

Spooner, Zakiya.

For Barry: None

Abstentions: Ferguson, Lee

Cagan elected Chair: 13/0/2

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Secretary: Pete Bramson nominated Carol Spooner.

Pete recommended Carol for her organization and communication skills, her attention to details, and for her many contacts in the community. There were no other nominations.

Roll call vote:

For Spooner: Allen, Barry, Bramson, Bryant, Cagan, Ferguson, Fertig, Goodman, Gregory, Johns, Laforest, Lee, Robinson, Spooner, Zakiya

Spooner elected Secretary: 15/0

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Treasurer: Marion Barry nominated Wendell Johns. David Fertig nominated Jabari Zakiya.

Dave expressed appreciation for Wendell's good services over the past 2-1/2 months and then spoke of Jabari's attention to detail, his experience with governmental contracts while working with NASA and as well as his experience as a business owner and on various boards.

Marion Barry spoke of Wendell's professional training as well as the time he has put in thus far in trying to discover the financial status of the foundation and get information to the board.

Discussion:

Carol spoke for collaboration between Jabari and Wendell in making certain that the full board gets all the financial information needed in a timely manner in order to make informed decisions going forward. Bertram Lee endorsed Johns and also spoke for collaboration, or even the election of an assistant Treasurer. Teresa Allen asked Wendell to speak about his experience thus far. Wendell said that he had been working to get the books closed for the past fiscal year [ended September 30, 2001] and to fill in the gaps to prevent unauthorized use of funds. He is still looking for answers to many questions and plans to share what numbers he has with the full board so we can all understand what has happened. Marion Barry said continuity with Wendell would speed up the process of getting information to board. Jabari spoke of his background and degrees in engineering, his service on his condominium board of directors, experience with large contracts and budgets. Jabari said his vision was to get policies and systems in place in order to get instantaneous information from the system, and central bookkeeping and standard operating procedures for dealing with contracts and money. He said he wants public accountability and transparency.

Roll call vote:

For Zakiya: Allen, Bramson, Bryant, Cagan, Fertig, Laforest, Robinson, Spooner, Zakiya

For Johns: Barry, Ferguson, Goodman, Gregory, Johns, Lee

Zakiya elected Treasurer: 9/6

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Motion - Parliamentarian

James Ferguson moved to have a permanent, objective, expert Parliamentarian for future board meetings to help the board apply Robert's Rules of Order fairly and correctly.

Discussion of costs and desirability of finding a volunteer, if possible.

Roll call vote:

Yeas: Allen, Barry, Bramson, Ferguson, Fertig, Goodman, Gregory, Johns, Laforest, Lee, Robinson, Spooner, Zakiya. The Chair votes Yes.

Nays: None

Abstentions: Bryant

Motion carried 14/0/1

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Setting of next meeting

There was a proposal from Leslie Cagan that the next board meeting be in person in New York, beginning Friday evening, January 11th, all day Saturday, and concluding sometime between noon and 2 pm on Sunday, January 13th. Ferguson suggested the meeting be a month away to give people more time to clear schedules and to put together a package for the meeting.

The question was separated as to place and date.

Bertram Lee suggested Washington in order to utilize national office staff effectively and perhaps to get help on getting reduced hotel rates. Pete Bramson said that the board should keep its commitment to rotate meetings among signal areas and pointed out that several of last few meetings had been in Washington. Carol Spooner called the question.

Roll call vote on place of next board meeting:

For New York: Allen, Bramson, Bryant, Fertig, Goodman, Laforest, Robinson, Spooner, Zakiya. Chair Cagan

For Washington: Ferguson, Gregory, Johns, Lee

Abstentions: Barry

The next meeting will be in New York: 10/4/1

Further discussion of date:

Marian Dubois, staff meeting planner, expressed concern about finding a location and booking reservations quickly enough for a January 11-13 meeting date. Janice Bryant spoke of urgency to get the ball moving. Ferguson spoke of costs of making airline reservations on short notice; suggested maybe three weeks rather than a month. Fertig reminded us that the Martin Luther King Jr. holiday weekend is three weeks away and many people have commitments, also expressed willingness to work through "Cheaptickets" on line.

Roll call vote:

For January 11-13: Allen, Bramson, Bryant, Fertig, Goodman, Laforest, Robinson, Spooner, Zakiya, Chair Cagan

For January 18-20: Barry, Ferguson, Gregory

Abstain: Lee

Either one: Johns

The next meeting will be held on January 11-13: 10/3/1/1

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Executive Director Search

Motion by Janice K. Bryant that the board adopt a resolution to establish an Executive Director Search Committee, as follows:

In section 3 (Work of the Interim Board) of the settlement agreement which established this Interim Pacifica National Board, there is a list of "hot issues" identified for action by this body. Item 4 states, "New Executive Director." Therefore, be it resolved that a committee of this Interim Pacifica National Board be created to begin the task of hiring a new Executive Director for the Pacifica Foundation. The committee shall develop criteria to be used, solicit resumes, establish a process for interviewing candidates for the position, and bring a recommendation to the full Interim Pacifica National Board for the final selection. The committee shall be composed of at least one IPNB member from each of the five listening areas and shall have no more than seven people on it. The committee shall convene and commence its work immediately. All actions of this committee shall be reported to the full IPNB.

Second: Carol Spooner

Marion Barry proposed a friendly amendment that the committee consist of 7 members, 2 from each of the three constituencies on the board, and with at least one person from each signal area. After discussion, the friendly amendment was accepted by Janice K. Bryant.

Roll call vote:

Yeas: Allen, Barry, Bramson, Bryant, Ferguson, Fertig, Goodman, Gregory, Johns, Laforest, Lee, Robinson, Spooner, Zakiya, Chair Cagan.

Nays: None

Abstentions: None

Motion carried, as amended: 15/0/0

Volunteers for the committee: Dave Fertig, Bert Lee, Carol Spooner, Marion Barry, Teresa Allen, Leslie Cagan, Ray Laforest.

Bert Lee nominated Marion Barry to chair the committee. Dave Fertig moved to table until the committee meets and chooses its chair. Janice Bryant nominated Ray Laforest. Dave withdrew the recommendation to table. Ray declined the nomination. Janice Bryant nominated Teresa Allen; Teresa declined the nomination. Leslie suggested we just go with the nomination of Marian Barry. James Ferguson called the question.

Roll call vote:

Yeas for Barry as Chair: Allen, Barry, Ferguson, Fertig, Goodman, Gregory, Laforest, Lee, Robinson, Zakiya

No: Bramson, Spooner

Abstentions: Bryant, Cagan

Absent: Johns

Marion Barry elected chair of the Executive Director Search Committee: 10/2/2

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WBAI issues

Motion by Bert Lee to table any discussion of WBAI issues.

Yeas: Barry, Ferguson, Goodman, Gregory, Johns, Lee

Nays: Allen, Bramson, Bryant, Fertig, Laforest, Robinson, Spooner, Zakiya, Chair Cagan

Motion to table failed: 5/10

Motion by Carol Spooner that the board adopt a resolution to form a Committee to address WBAI issues, as follows:

In section 3 (Work of the Interim Board) of the settlement agreement which established this Interim Pacifica National Board, there is a list of "hot issues" identified for action by this body. Item 8 calls for, "Establish a committee to address the WBAI issues." Therefore, be it resolved that the Interim Pacifica National Board establish a committee to address the issues at WBAI. More specifically, this committee shall investigate and take corrective action on the range of items that define the present crisis at the station. All such actions must be consistent with Foundation policies as well as the law, and the committee shall seek legal advice as necessary. The committee shall be composed of four members of the Interim Pacifica National Board (the three from the New York listening area as well as one other IPNB member) and up to five members of the WBAI LAB, to be determined by that LAB. This committee shall have the authority to invite others to work with it. The committee shall convene and commence its work immediately. During the tenure of this Committee, WBAI and Pacifica management will observe a moratorium on hiring, firing and suspension at all levels at WBAI as well on entering into any contracts, and will promptly provide requested information that is germane to the work of the Committee. All actions of this committee shall be reported to the full IPNB.

Second: Pete Bramson

Discussion: Marion Barry said the resolution goes to far in establishing a moratorium on hiring and firing. Joanne Meredith expressed concern about interfering in hiring and firing at stations, as well as getting into the operations of the station or preventing hires, for example hiring a development director for WBAI when fund-raising is a priority. Janice K. Bryant expressed concern that failure to take action before the January fund drive would negatively impact the fund drive. Debate followed about the amount and accuracy of the fall fund drive at WBAI, and the accuracy of the reported \$1 million in pledges. Joanne Meredith reported as national development director that the October drive reported \$1 million pledged for the first time ever in an October fund drive, with 61% fulfillment as of December report. Also, Joanne said she has spoken with the station manager, Bob Daughtry, and she is not aware of anyone who has been fired recently.

Leslie Cagan suggested a friendly amendment to the motion: that no one could be hired or fired without the express approval of the committee, rather than a moratorium on hiring and firing. Carol Spooner, as maker of the motion, accepted the friendly amendment, and spoke for the need to begin immediate fact finding so the board will have more information at the board meeting in January. Pete Bramson spoke for moving forward swiftly to put a team on the ground now, and that inaction by the board had gone on too long. Dave Fertig said that creating the committee now demonstrates our commitment to dealing with these issues. Ray Laforest said that the WBAI LAB is not allowed into the station or to meet with the station manager, despite repeated requests, and that many abusive statements are being made on the air, as well as reports of physical threats to staff members. Rob Robinson said we don't have full financial information and haven't had it for years, but it is clear that many people have been fired or suspended over the past year. Robinson said he is not aware that any of the firings or suspensions have been for cause, and that the reason he is not aware is that there has

been no accounting to the board by any executive director or any manager. If there is no committee set up Robinson said that he intends to bring a resolution to the next meeting of the board to reinstate all fired and banned staff immediately. Marion Barry said there is a labor appeal process. Janice K. Bryant said that she was one of the fired and banned and that there was no consideration given to an appeal process, and that no action was taken on union grievances filed. There was discussion of the need for the committee to inquire into the union appeal process. James Ferguson asked if the committee would report back to the board before taking action. Carol said that the committee would be empowered to take action, in consultation with attorneys. James Ferguson expressed concern that the board not get involved in union issues.

Ferguson proposed a friendly amendment that the committee be empowered to investigate and make recommendations to the board, but not be empowered to take action on its own. Teresa Allen expressed concern about taking the teeth out of the committee. Leslie Cagan said that the board does have the power to authorize a committee of the board to take action on issues it is mandated to oversee, understanding that the actions must be consistent with Pacifica policies and the law. Bert Lee voiced concern about taking too much authority away from the station manager. Jabari Zakiya said that the board has the responsibility and authority to oversee every aspect of the operation and goals of the foundation. Ray Laforest said that the actions of the current station manager are the issue that need to be addressed. James Ferguson expressed concern over the objectivity of people from New York, especially Janice who is one of the banned and fired. Marion Barry urged that the committee be set up with the amendment that its powers be to make recommendations only. Bert Lee joined Marion Barry's comments.

Carol Spooner called the question on accepting the amendment to the main motion, by changing "take corrective action" to "recommend corrective action" to the interim board.

Roll call vote:

Yeas: Barry, Ferguson, Goodman, Gregory, Johns, Lee, Robinson, Zakiya

Nays: Allen, Bramson, Bryant, Fertig, Laforest, Spooner, Chair Cagan

Abstentions: none

The amendment was added to the proposed resolution by "balanced majority vote" 8/7/0

The full motion including both the friendly amendment and the amendment passed by balanced majority was stated by the chair as follows:

RESOLUTION ON COMMITTEE TO ADDRESS WBAI

In section 3 (Work of the Interim Board) of the settlement agreement which established this Interim Pacifica National Board, there is a list of "hot issues" identified for action by this body. Item 8 calls for, "Establish a committee to address the WBAI issues."

Therefore, be it resolved that the Interim Pacifica National Board establish a committee to address the issues at WBAI. More specifically, this committee shall investigate and recommend corrective action to the board on the range of items that define the present crisis at the station. All such actions must be consistent with Foundation policies as well as the law, and the committee shall seek legal advice as necessary.

The committee shall be composed of four members of the Interim Pacifica National Board (the three from the New York listening area as well as one other IPNB member) and up to five members of the WBAI LAB, to be determined by that LAB. This committee shall have the authority to invite others to work with it. The committee shall convene and commence its work immediately. During the tenure of this Committee, WBAI management and Pacifica management will observe a moratorium on hiring, firing and suspension at all levels at WBAI as well on the entering into any contracts regarding WBAI without express approval from the committee, and WBAI management and Pacifica management will promptly provide requested information that is germane to

the work of the Committee. All actions of this committee shall be reported to the full IPNB.

Roll call vote:

Yeas: Allen, Bryant, Fertig, Laforest, Robinson, Spooner, Zakiya, Chair Cagan

Nays: Barry, Ferguson, Goodman, Gregory, Johns, Lee

Abstentions: None

The motion received a simple majority 9/6, but not a “balanced majority” as none of the directors appointed by the former board majority voted for it.

The motion will be submitted to Judge Sabraw for a ruling two business days after the vote, i.e., on Wednesday, January 2, 2002.

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Motion to adjourn by Marion Barry; Seconded by Bertram Lee.

Roll call vote:

Yeas: Barry, Ferguson, Goodman, Gregory, Johns, Lee

Nays: Allen, Bramson, Bryant, Fertig, Laforest, Robinson, Spooner, Zakiya, Chair Cagan

Abstentions: none

Motion to adjourn failed: 6/9

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Democracy Now Report from the Chair

Leslie Cagan received a memo from Amy Goodman the night before the meeting, as follows:

“Democracy Now! is very much looking forward to returning to Pacifica airwaves from our current studio as soon as possible. To this end, our back pay must be released immediately as we have continued to work full time and broadcast an expanded Democracy Now! ever since we were forced out of WBAI on August 13th.

“Secondly, former board Chair Robert Farrell agreed to work out a contract for the independent production of Democracy Now! In other words, Democracy Now! will be a non-profit entity that produces a daily program for Pacifica and other stations. While we realize it may take a few weeks to negotiate a contract, we are willing to return to the airwaves with a board commitment that the details of the independent contract as well as outstanding grievances and legal and operating fees will be resolved by a representative of the board. We are excited to see the network rebuild itself and will happily and vigorously help with all on-air fund-raising as soon as (a) our contract is finalized, which we expect to happen very soon, (b) the fired and banned are returned to WBAI, and (c) a process is put into place for the resolution of the Pacifica National News stringers’ strike.

We wish everyone at the new Pacifica congratulations and a Happy New Year.

Democracy Now! staff”

Leslie then clarified the proposal as follows: that the negotiations regarding all issues would be with a member of the board representing the board in negotiations with Democracy Now!

Discussion: James Ferguson wanted to know if there are outstanding labor issues that will be superceded by

an independent contract. He was also unclear on what has happened and why Democracy Now! left the air and what the issues are related to PNN. He would like to have hearings to find out the facts. Ferguson said that Democracy Now!'s time slot has been filled with a program that has better ratings. Marion Barry said he understands that Amy Goodman and her staff walked out of WBAI, and that they weren't locked out or pushed out, so why should we pay them back pay? Dave Fertig said he has been practicing employment law for 14 years. His information is that the DN! staff remained ready willing and able to perform and continued to make their feed available. However, their claim is that WBAI was a hostile work environment. Fertig would like to get them on the air as soon as possible. James Ferguson said there is no record of negotiations between the prior chair and Democracy Now! Leslie Cagan said the former chair, Bob Farrell, and Pacifica attorney, John Crigler, reported to the board on a conference in the Fall. Janice Bryant said it is a matter of public record that AFTRA found the Democracy Now! work environment a hostile workplace. Bryant questioned Ferguson's information that what is on the air now has better ratings that Democracy Now! had. Ferguson said he has heard that the ratings are better and that the board should get the facts. Ferguson wanted to know if Democracy Now! is strong enough to have the leverage to negotiate with the board. He said that maybe DN! should just move on. Ferguson expressed concern about the money and the effect on people who are now in place. Janice Bryant said she understands that DN! raises a lot of money for the foundation - about \$1 million per year. She also wondered why anyone would not want them back on the air. Leslie Cagan clarified that DN! never wanted to leave the air, they began producing from a remote location as is the case with other shows in Pacifica. Their show has continuously been carried by KPFA and many Pacifica affiliates or former affiliates. Jabari Zakiya said he got involved because of the programming changes that have been going on that have had a destabilizing effect on Pacifica and all 5 stations. Zakiya said that Democracy Now! was the "defining program" of Pacifica, and that listeners around the country who are our former listeners want it back on the air. Carol Spooner stated her belief that "ratings" and even money and "what listeners want" are less important than the mission of Pacifica as laid out in the Articles of Incorporation. Carol said she believes that Democracy Now! exemplifies and fully carries out Pacifica's mission, and that the board should be most concerned about making sure that Pacifica is carrying out its mission at all five stations and with national programming. Ray Laforest echoed Carol Spooner's comments, and mentioned the hundreds of emails he receives demanding that DN! return to the air. Ray said that people cannot be forced to remain in the workplace when they are threatened. Pete Bramson said we must commit ourselves to getting DN! back on the air, and that board members have an obligation to understand the issues and to get it on the air. James Ferguson said he believes that each station has its own mission and that there are a "series of missions going on." If a station manager is addressing his own mission, that's fine, said Ferguson. If WPFW has a product in place that basically does the same thing, what's wrong with that? David Fertig said that the process is also important. Station managers refuse to attend local advisory board meetings. To say that the managers have their own mission without getting feedback from the community, and without interaction with the community about how well the mission is being performed, doesn't make sense and doesn't lend credence to a station manager's claims that he is fulfilling his mission. Teresa Allen said that Lew Hill never intended that Pacifica's mission not to be to produce a "commodity" or a "product" and that listeners are not just "consumers." Teresa believes that Hill and the founders wanted Pacifica is to engage the listeners in the programming. The community is clamoring for the return of Democracy Now! Dick Gregory doesn't read email because he doesn't think Queen Elizabeth reads email. He feels strongly about Amy Goodman and Democracy Now. He said he knows the product, and that he listens to it and he feels "Wow!" He said he can rely on his two brothers, Bert Lee and Marion Barry, who he trusts and loves, on many things, but on this is one, he's with Amy and getting Democracy Now! back on the air.

Marion Barry worried about the back pay issue and moves to strike that part of the motion with that issue to be included in negotiations with DN!. Leslie does not accept it as a friendly amendment. Leslie clarified that she understands that the back pay has been held and just needs to be released.

James Ferguson seconds the amendment to strike the back pay. Carol Spooner calls the question.

Roll call vote on the amendment striking the back pay from the motion and be negotiated with Democracy Now!

Yeas: Barry, Ferguson, Goodman, Gregory, Lee

Nays: Allen, Bramson, Bryant, Fertig, Laforest, Robinson, Spooner, Chair Cagan

Absent from the vote: Johns.

The amendment failed 9/5.

Roll call vote on the full motion:

Yeas: Allen, Bramson, Bryant, Fertig, Gregory, Laforest, Robinson, Spooner, Zakiya, Chair Cagan

Nays: Barry, Ferguson, Goodman, Lee

Absent for the vote: Johns

Motion passes 10/4 - by "balanced majority"

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Gag Rule discussion.

Dave Fertig moved that the board adopt the following resolution, lifting the gag rule with controls on abuse:

Whereas there have been a growing number of programmers taken off the air after their expression of support for particular views relating to the recently settled lawsuits involving Pacifica; Whereas some current Pacifica programmers have been constrained by the "gag rule" from expressing their views regarding these same controversies at Pacifica; Whereas there has been an uneven application of said "gag rule; and, Whereas varied political views regarding the litigation, settlement and underlying issues at Pacifica warrant discussion in a respectful, open and fair-minded manner,

Therefore, it is hereby resolved that the "gag rule" is immediately eliminated.

Further, it is hereby resolved that, in order to provide protection from abuse of the air and to protect against the unfair removal from air of programmers, the following system is to be implemented. The effect is to freeze programming changes subject to a review process. For the period of time until the conclusion of the January 11-13 IPNB meeting, no programmer may be taken off the air except by the following process:

When a station manager, the executive director or an IPNB member asserts that a programmer is abusing the air or otherwise should be removed, the complaint is to first go to the Executive Director (because she supervises the station managers). If the Executive Director's decision is not satisfactory, then it may be appealed to the Programmer Review Committee (whether constructed locally as proffered for the WBAI committee, or a committee of four IPNB members, available by phone.) If a programmer is found by three of the four members of the Programmer Review Committee to have been abusing the air, they are off the air at least until the conclusion of the January 11, 2002 meeting. It is intended that the Executive Director and members of the Programmer Review Committee shall remain available by telephone in order that this process may be used within hours so these disputes may be quickly resolved.

Further, the IPNB encourages each station to initiate a program for an organized on-air discussion of the settlement agreement, which would include those who are critical of the settlement as well as those who support it. Such a show could be moderated by a neutral third party and could include time for listeners to call in and make comments or ask questions.

Listeners should be informed of web sites where they can read the settlement agreement. Links to such web

sites ought to promptly be installed at each station site, LAB site and on the Pacifica.org web site's home page. These links would lead to sites that contain information about Pacifica and the recent controversies, as well as where people think Pacifica should be headed, etc. There should be links to the local LAB web site as well as to local listener groups.

Carol Spooner seconded the motion.

Discussion:

Pete Bramson said this is good and that we should communicate openly and effectively with our listeners. Ray Laforest supported the resolution saying he finds a "gag rule" on Pacifica to be abhorrent. Teresa Allen felt that Lew Hill would want people to be able to talk on the air with sincerity, and she supported the resolution. Leslie Cagan suggested modifying the proposal to change "encouraging stations to initiate shows" to include initiating the show in conjunction with the LABs. Dave Fertig accepted the suggestion, and further wanted to modify it to "require" rather than "encourage" the station managers to provide this programming.

Jabari Zakiya proposed a modification that would require such programming 3 times a week for two hours so that there is sufficient time and listeners can call in with question. Janice Bryant didn't think the board should require that much time, or get into mandating specific programming. Rob Robinson pointed out that the settlement agreement requires time for discussion of these issues on air. Carol Spooner thought two hours three times a week is overreaching, but stated she believes that the listeners are puzzled and confused and recommended that there be a specific program once a week for an hour, with a national board member from that area, and that there be balanced points of view discussed. Jabari Zakiya wanted the program to be during prime time and not in the middle of the night.

Bert Lee called the question to end the discussion.

Roll call vote:

Ayes: Ferguson, Lee

Nays: Allen, Bramson, Bryant, Fertig, Goodman, Gregory, Laforest, Robinson, Spooner, Zakiya, Chair Cagan

Not present: Barry, Johns

Motion to end debate failed: 2/11

Discussion continued:

Ray Laforest believed the programs should be mandated, and that one hour once a week is not enough time. He suggested modification of the proposal to provide for action "up to removal from the air" for abuses. Teresa Allen believed one hour once a week is not enough.

Dave Fertig proposed to modify the motion as follows:

Whereas there have been a growing number of programmers taken off the air after their expression of support for particular views relating to the recently settled lawsuits involving Pacifica; Whereas some current Pacifica programmers have been constrained by the "gag rule" from expressing their views regarding these same controversies at Pacifica; Whereas there has been an uneven application of said "gag rule"; and, Whereas varied political views regarding the litigation, settlement and underlying issues at Pacifica warrant discussion in a respectful, open and fair-minded manner, Therefore, it is hereby resolved that the "gag rule" is immediately eliminated. Further, it is hereby resolved that, in order to provide protection from abuse of the air and to protect against the unfair removal from air of programmers, the following system is to be implemented. The effect is to freeze programming changes subject to a review process. For the period of time until the conclusion of the first in-person IPNB meeting, no programmer may be taken off the air except by the following process: When a station manager, the executive director or an IPNB member asserts that a programmer is abusing the air or otherwise should be removed, the complaint is to first go to the Executive Director (because she supervises the

station managers). If the Executive Director's decision is not satisfactory, then it may be appealed to the Programmer Review Committee (a committee of four IPNB members, available by phone.) If a programmer is found by three of the four members of the Programmer Review Committee to have been abusing the air, they may be sanctioned up to and including being taken off the air until the conclusion of the first in-person IPNB meeting. It is intended that the Executive Director and members of the Programmer Review Committee shall remain available by telephone in order that this process may be used within hours so these disputes may be quickly resolved. Further, the IPNB mandates each station, in conjunction with the Local Advisory Board and signal area National Board representatives, to initiate a program, of at least 3 hours during drive time for an organized on-air discussion of the settlement agreement, which would include those who are critical of the settlement as well as those who support it. Such a show could be moderated by a neutral third party and could include time for listeners to call in and make comments or ask questions.

Listeners should be informed of web sites where they can read the settlement agreement. Links to such web sites ought to promptly be installed at each station site, LAB site and on the Pacifica.org website's home page. These links would lead to sites that contain information about Pacifica and the recent controversies, as well as where people think Pacifica should be headed, etc. There should be links to the local LAB web site as well as to local listener groups.

Point of Inquiry:

Ferguson inquired about what the programmer review committee would do. Fertig said that it would prevent abusive discussion. Ferguson wanted to know why the "gag rule" was put in place in the first place. Fertig said that the "dirty laundry" rule was intended to prevent abusive conduct on the air, but that the "gag rule" goes beyond that to prohibit discussion of Pacifica policies on the air.

Joanne Meredith asked for clarification as to whether the personnel manual would need to be changed.

Bert Lee called the question:

Roll call vote:

Ayes: Allen, Bramson, Bryant, Fertig, Laforest, Robinson, Spooner, Zakiya, Chair Cagan

Nays: Barry, Ferguson, Goodman, Gregory, Lee

Abstentions: none

Absent: Johns

The motion gained a simple majority of 9/5, but not a "balanced majority", and will be submitted to Judge Sabraw for a ruling.

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Status of Litigation Attorneys

Motion by Carol Spooner that the board adopt the following resolution re termination of employment of litigation law firms:

WHEREAS, the law firms of Williams & Connolly and Fullbright & Jaworski were retained to represent the Foundation and certain of its past and current directors in three consolidated legal actions in the Alameda County Superior Court in California concerning the Foundation Bylaws and the past acts of some directors; and WHEREAS, a settlement agreement has been entered into resolving those lawsuits; THEREFORE, BE IT NOW RESOLVED THAT: The legal services of Williams & Connolly and Fullbright & Jaworski are hereby terminated concerning this litigation and any and all other matters. The Executive Director is instructed to inform both law firms that they are authorized to perform no further work on behalf of the Foundation, except as may be minimally necessary for the filing of the stipulated judgment required under the settlement agreement,

and that any work that may be requested by any director, or any other party, shall not be at the expense of the Pacifica Foundation. The Pacifica Foundation shall remain neutral as to any controversies that may arise among the interim directors concerning the enforcement of the settlement agreement or court oversight of the agreement, and may retain other legal counsel, without conflicts of interest, to advise the Foundation as to these matters if needed.

Discussion:

Bert Lee opposed the motion because these attorneys are familiar with the case and should be retained by the Foundation. Teresa Allen wanted to stop paying attorneys. James Ferguson was against the motion because there are still issues before the court that the attorneys will have to address.

Bert Lee calls the question.

Roll call vote

Ayes: Allen, Bramson, Bryant, Fertig, Laforest, Robinson, Spooner, Zakiya, Chair Cagan

Nays: Barry, Ferguson, Gregory, Goodman, Lee

Absent: Johns

The motion gained a simple majority of 9/5, but not a “balanced majority”, and will be submitted to Judge Sabraw for a ruling.

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Bert Lee moved for adjournment. *Seconded by Barry.*

Roll call vote:

Ayes: Barry, Ferguson, Goodman, Gregory, Lee,

Nays: Allen, Bramson, Bryant, Fertig, Laforest, Robinson, Spooner, Zakiya, Chair Cagan

Absent: Johns.

Motion to adjourn failed: 5/9

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Dave Fertig moved that station managers be required to attend the meeting in New York.

Bert Lee moved again for adjournment and was ruled out of order.

James Ferguson moves for adjournment. *Seconded by Lee.*

Roll call vote:

Ayes: Barry, Ferguson, Goodman, Gregory, Lee

Nays: Allen, Bramson, Bryant, Fertig, Laforest, Robinson, Spooner, Zakiya, Chair Cagan

Absent: Johns.

Motion to adjourn failed: 5/9.

Fertig moved that all station managers be required to attend the next board meeting prepared to report on the

financial, organizational and infrastructural conditions of their respective stations.

Seconded by Bramson.

Discussion.

Lee said he has been told by the New York station manager that he can't get any financial information from the national office. Bramson remarked that the board needs to hear that kind of information from the general managers that they are unable to perform their jobs. Bert Lee wanted the directive to be more specific as to what we want. Marion Barry proposed that the information be available 2 days before the board meeting as part of the board package. Fertig accepted this amendment, with the following clarifications:

That all station managers be required to attend the next board meeting prepared to report on the financial, organizational and infrastructural conditions of their respective stations, as well as arbitron ratings, and prepare reports to accompany the board packets at least 2 days before the meeting.

Roll call vote:

Ayes: Allen, Barry, Bramson, Bryant, Fertig, Goodman, Gregory, Laforest, Robinson, Spooner, Zakiya, Chair Cagan.

Nays: Ferguson

Abstentions: Lee

Absent: Johns

Motion carried by balanced majority 12/1/1

The meeting was adjourned at approximately 4:30 p.m. EST.

Respectfully submitted,

Carol Spooner, Secretary

The Pacifica Foundation

Minutes Approved by the Board of Directors January 11, 2002.