

2004-08-23 PNB Meeting Minutes

MINUTES OF THE PACIFICA FOUNDATION BOARD OF DIRECTORS

SPECIAL MEETING August 23, 2004

Directors present:

Dave Adelson, Teresa Allen, Henry Cooper, Marty Durlin, Sonali Kolhatkar, Ray Laforest,, Miguel Maldonado, Roger Manning, Kalonji T. Olusagun, Sarv Randhawa, Mark Roberts, Julie Rodriguez, Gerald Sanders, Wendy Schroell, Zarinah Shakir, Alice Shields, Carol Spooner, William Walker, Donna Jo Warren,

Directors not present: Samuel Kiteka, Ambrose Lane, Vicki Santa

Also present: Executive Director Dan Coughlin (ED) and Lonnie Hicks (CFO)

Meeting held via teleconference. Convened by Chair Mary Durlin, minutes taken by secretary Roger Manning. Webcast and archived at kpftx.org

8:10 pm Eastern time Quorum present. Chair Durlin convenes meeting.

Chair goes over agenda.

THE AGENDA:

1. Call to order
2. WBAI Mediation. Chair will present RFP responses from mediators, which will be sent out by the end of this week to the PNB, GM Don Rojas, LSB Chair Bertold Reimers and ED Dan Coughlin. (15 minutes)
3. Presentation from ED Dan Coughlin on fiscal and operational issues of National Programming Unit, including FSRN implications. (30 minutes)
4. Consideration of FY05 issues (60 minutes)
5. Elect David Adelson to National Finance Committee. (5 minutes)
6. KPFA issues. William Walker. (25 minutes)
7. Consideration of two resolutions proposed by Dave Adelson (15 minutes)

Resolved:

That all memoranda from station or foundation management to station or foundation personnel or volunteers concerning station or foundation policy/policies be cc'd to the appropriate Local Station Board(s). In the case of national policy, the memoranda shall be copied to all PNB and LSB members.

Resolved:

That copies of any grant applications to be submitted by station management to a potential funding agency or organization be provided to the appropriate LSB prior to the submission of those grants to the funding agency or organization, and that grant applications submitted by the national office be similarly provided to the PNB.

8. Proposed inventory of stations. Alice Shields (15 minutes)

9. Planning for quarterly meeting in DC (30 minutes)

10. Adjourn.

2. WBAI Mediation. Chair will present RFP responses from mediators, which will be sent out by the end of this week to the PNB, GM Don Rojas, LSB Chair Bertold Reimers and ED Dan Coughlin.

Durlin has been working on finding mediators resulting in 2 choices. GM and LSB chair will choose. PNB must determine where the funding will come from. Some discussion. Questions regarding existing salaried mediators and whether mediation will help at this time.

MOTION by Roberts that PNB directs ED to instruct the current salaried Pacifica mediator to go to WBAI to investigate and propose a plan and report back without within the month [not seconded]

Chair asks ED to elaborate on person available. Determined that current person is not suitable for mediation at WBAI. More discussion regarding logistics of WBAI mediation.

MOTION by Spooner that 10k be authorized for the WBAI Mediation

Discussion

MOTION to amend by substitution by Roberts to authorize up to 10K of which 5k would come from WBAI for the WBAI mediation [up to 5k from national]

Discussion continues.

Point of order by Spooner clarifying proper voting on amendments and main motions.

Vote on Roberts amendment

Adelson - a

Allen - y

Cooper - y

Durlin -

Kiteka -

Kolhatkar - y

Laforest - y

Lane -

Maldonado -

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa -

Sanders - y

Schroell - y

Shakir - y

Shields - y

Spooner - y

Walker - a

Warren - y

PASSES 14 yes

MOTION to amend by Adelson that upon completion of 12 hours of mediation work to request a progress report including a prognosis

Question called with no objection.

MOTION to amend by Roberts upon completion 12 hours to simply receive a progress report form the mediator

Vote on Roberts amendment

Adelson - n

Allen - a

Cooper - n

Durlin -

Kiteka -

Kolhatkar - n

Laforest - y

Lane -

Maldonado -

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa -

Sanders - y

Schroell - n

Shakir - y

Shields - n

Spooner - y

Walker - a

Warren -

PASSES 8 yes, 5 no

Main Motion as amended:

MOTION to authorize up to 10K of which 5k would come from WBAI for the WBAI mediation [up to 5k from national]. Upon completion of 12 hours of mediation work to receive a progress report form the mediator.

Vote on main motion:

Adelson - y

Allen - y

Cooper - y

Durlin -

Kiteka -

Kolhatkar - y

Laforest - y

Lane -

Maldonado -

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa -

Sanders - y

Schroell - y

Shakir - y

Shields - y

Spooner - y

Walker - a

Warren -

PASSES 14 yes

3. Presentation from ED Dan Coughlin on fiscal and operational issues of National Programming Unit, including FSRN implications.

Report not ready. A few questions from directors - ED states that the report can be ready by September.

MOTION by Adelson to hold a special PNB on September 13, 2004 at 5pm Pacific time.

PASSES without objection

4. Consideration of FY05 issues

Roberts reports on Finance Committee recommendations. Support expressed for the PNB getting more detailed information on budget items and for an audit of inter-unit fund transfers.

MOTION by Shields that the PNB direct the ED to compile a written operation plan tying it to numbers in the FY05 budget for the September 13 special meeting

Discussion.

Vote on Shields motion

Adelson - y

Allen - y

Cooper - y

Durlin -

Kiteka -

Kolhatkar -

Laforest - a

Lane -

Maldonado -

Manning - y

Olusagun - n

Randhawa - n

Roberts - n

Rodriguez - n

Santa -

Sanders - y

Schroell - y

Shakir - a

Shields - y

Spooner - y

Walker - y

Warren - y

PASSES 10 yes, 4 no

MOTION by Adelson that the National Finance Committee develop a policy proposal for unbudgeted inter-unit transfers for presentation at the October 2004 PNB meeting, and that there be an audit of inter unit transfers over central services for the period from Jan 2002 to the present, and that the PNB not delay passing the FY05 budget pending this audit.

Discussion.

MOTION to divide the question

PASSES without objection

MOTION by Adelson part 1: that the National Finance Committee develop a policy for unbudgeted inter unit transfers and to brought before the PNB for approval at the October 2004 PNB meeting.

Vote on part 1:

Adelson - y

Allen - n

Cooper - y

Durlin -

Kiteka -

Kolhatkar -

Laforest - a

Lane -

Maldonado -

Manning - a

Olusagun - a

Randhawa - n

Roberts - n

Rodriguez - a

Santa -

Sanders - y

Schroell - y

Shakir - a

Shields - y

Spooner - y

Walker - a

Warren - n

PASSES yes 6, no 4

MOTION by Adelson part 2: That the PNB request that in the next audit that the auditor audit inter-unit transfers beyond those for central services since 1/1/02, and that the PNB not delay passing the FY05 budget pending this audit.

Vote on part 2:

Adelson - y

Allen - y

Cooper - y

Durlin -

Kiteka -

Kolhatkar -

Laforest - a

Lane -

Maldonado -

Manning - y

Olusagun - y

Randhawa - a

Roberts -

Rodriguez - a

Santa -

Sanders - y

Schroell - y

Shakir - a

Shields - y

Spooner - y

Walker - a

Warren - n

PASSES 9 yes, 1 no

5. Elect David Adelson to National Finance Committee.

Adelson - other eligible directors indicated non interest

ELECTED without objection.

6. KPFA issues. William Walker.

Chair rules that specific names will not be mentioned in this discussion.

Walker - refers to a July memo to PNB that was concerned that a KPFA LSB member of the GM selection committee has violated committee confidentiality agreement and refuses to step down despite a resolution requiring one to do so. Another issue is that a staff member is being defamed on a bay area website - a personnel dispute was put on a public website - puts foundation at risk. Request guidance from the PNB on these issues.

Point of order by - Spooner that must be cautious to discuss defamation in public meeting..

Point of information - go into exec session?

Point of order by Manning - that exec session during a special PNB meeting needs to be noticed in advance

Discussion.

Secretary leaves call at 11:01pm eastern. Adelson resumes minutes.

MOTION by Randhawa That the Governance committee within 2 weeks hold a meeting in executive session to develop guidelines on LSB members misconduct, where those are charged by station management, and how to deal with it.

MOTION to amend by substitution by Spooner to strike everything in Randhawa motion. To refer to the governance committee the development of policies regarding misconduct by LSB members, for the Governance Committee to present their recommendation at the October 2004 board meeting.

Vote on Spooner substitute motion:

Adelson - y

Allen - y

Cooper - n

Durlin -

Kiteka -

Kolhatkar -

Laforest - y

Lane -

Maldonado -

Manning -

Olusagun - y

Randhawa - n

Roberts -

Rodriguez -

Santa -

Sanders - a

Schroell - y

Shakir -

Shields - y

Spooner - y

Walker y

Warren

PASSES 7 yes, 2 no

Amended main motion:

To refer to the governance committee the development of policies regarding misconduct by LSB members, for the Governance Committee to present their recommendation at the October 2004 board meeting.

Vote on main motion:

Adelson - y

Allen - y

Cooper - y

Durlin -

Kiteka -

Kolhatkar -

Laforest - y

Lane -

Maldonado -

Manning -

Olusagun - y

Randhawa - y

Roberts -

Rodriguez -

Santa -

Sanders - a

Schroell - y

Shakir -

Shields - y

Spooner - y

Walker y

Warren

PASSES 9 yes

MOTION by Walker That the GM hiring process at KPFA be placed on hold until a ruling comes back from the Pacifica National Board in regard to the specific breaches of confidentiality in the KPFA GM hiring process.

Question called on Walker motion

Vote to end debate:

Adelson - n

Allen - n

Cooper - y

Durlin -

Kiteka -

Kolhatkar -

Laforest - n

Lane -

Maldonado -

Manning -

Olusagun - y

Randhawa - y

Roberts -

Rodriguez -

Santa -

Sanders - n

Schroell - y

Shakir -

Shields - y

Spooner - y

Walker y

Warren -

PASSES 8, 4 yes [Chair votes yes to create 2/3 majority to end debate]

Vote on Walker motion:

Adelson - n

Allen - n

Cooper - y

Durlin -

Kiteka -

Kolhatkar -

Laforest - y

Lane -

Maldonado -

Manning -

Olusagun - n

Randhawa - y

Roberts -

Rodriguez -

Santa -

Sanders - n

Schroell - n

Shakir -

Shields - n

Spooner - n

Walker y

Warren -

FAILS 3 yes, 7 no

MOTION by Spooner to adjourn

Adelson - n

Allen - n

Cooper - n

Durlin -

Kiteka -

Kolhatkar -

Laforest - y

Lane -

Maldonado -

Manning -

Olusagun - y

Randhawa - y

Roberts -

Rodriguez -

Santa -

Sanders - n

Schroell - n

Shakir -

Shields - n

Spooner - y

Walker y

Warren

FAILS 4 yes, 6 no

Spooner and Randhawa leave call,

7. Consideration of two resolutions proposed by Dave Adelson

MOTION by Adelson: Whereas the Pacifica Bylaws specify oversight responsibilities for local boards and the National Boards as follows:

Article 5 Section E of the Pacifica Bylaws

Specific Powers and Duties

Overseeing the conduct, management and control of the Foundation's affairs and activities, including the monitoring of the activities and actions of its radio stations and national staff consistent with applicable law and regulations, the Articles of Incorporation and these Bylaws;

Article 7 Section 3 Specific Powers and Duties

- To 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.
- To prepare an annual written evaluation of the station's General Manager.
- To prepare an annual written evaluation of the station's Program Director.
- To assist in station fundraising activities.
- 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.

- To actively reach out to underrepresented communities to help the station serve a diversity of all races, creeds, colors and nations, classes, genders and sexual orientations, and ages and to help build collaborative relations with organizations working for similar purposes.
- To perform community needs assessments, or see to it that separate "Community Advisory Committees" are formed to do so.
- To ensure that the station works diligently towards the goal of diversity in staffing at all levels and maintenance of a discrimination-free atmosphere in the workplace.

And

Whereas in order to fulfill these responsibilities the National and Local Boards need to be aware of policies and their implementation,

Therefore, let it be Resolved that:

For informational purposes, that all memoranda from station or foundation management to station or foundation personnel or volunteers concerning station or foundation policy/policies be cc'd to the appropriate Local Station Board(s). In the case of national policy, the memoranda shall be copied to all PNB and LSB members.

PASSES without objection.

Walker leaves call

MOTION by Adelson:

Whereas, Local and National Boards should be aware of proposed commitments contained within grant applications, and should be in a position to offer resources or constructive commentary in order to responsibly fulfill the duties described in the Bylaws for these Boards,

Therefore let it be Resolved:

For informational purposes, that copies of any grant applications to be submitted by station management to a potential funding agency or organization be provided to the appropriate LSB prior to the submission of those grants to the funding agency or organization, and that grant applications submitted by the national office be similarly provided to the PNB.

Adelson - y

Allen - y

Cooper - y

Durlin -

Kiteka -

Kolhatkar -

Laforest - y

Lane -

Maldonado -

Manning -

Olusagun - y

Randhawa -

Roberts -

Rodriguez -

Santa -

Sanders - y

Schroell - y

Shakir -

Shields - y

Spooner -

Walker

Warren

FAILS for lack of majority of initial quorum (initial quorum was 18)

Teleconference Adjourned at 12:01am Eastern Time

Submitted by, Roger Manning, Secretary, Pacifica Board of Directors

Approved by the Board of Directors on October 1, 2004.