

Pacifica National Board

Special Teleconference Meeting (Open Session)

8:30 PM EDT, 7:30 PM CDT, 5:30 PM PDT (scheduled)

Originating in Various Locations

Thursday, May 24, 2012

Meeting Minutes

[Audio Part 1]

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:38 PM Pacific Daylight Time.

a. Roll Call / Establish Quorum

Twenty-one members were present, constituting a quorum:

Ken Aaron (KPFK), Ivon Alcime (WPFW), Teresa Allen (KPFT), Nia Bediako (WBAI), Wesley Bethune (KPFT), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (Vice-Chair, KPFT), Revalyn Gold (WPFW), Heather Gray (Affiliates), Campbell Johnson (WPFW), Ali Lexa (KPFK), Efia Nwangaza (Secretary, Affiliates), Laura Prives (KPFA), Summer Reese (Chair, KPFK), Marcel Reid (WPFW), George Reiter (KPFT), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA).

One member was absent: Kathy Davis (WBAI).

Also present: LaVarn Williams (Pacifica CFO), John P. Garry III (Recording Secretary).

Audio Recording: The audio for this meeting can be accessed at KPFTX.org

b. Designate Timekeeper (5:43)

Crosier volunteered to be the timekeeper.

II. Agenda Approval (5:43)

The time limit for the meeting was set at 90 minutes. **Point of order** from Bediako: There was no notice for an Executive Session. The Chair stated that PNB meetings for the entire

year—including open and closed sessions--have been posted in advance and ruled that the board can go into closed session at any time and this does not affect the public's right to listen to the open session. The open session agenda was **approved** as amended without objection (see Appendix A).

III. Minutes Approval (5:47)

The following minutes were distributed electronically to the board prior to the meeting:

April 12, 2012 open session
April 26, 2012 open session
May 2, 2012 open session
May 10, 2012 open session

Reiter **moved** to approve the open session minutes. **Passed** without objection.

IV. Executive Directors Report (5:49)

Delayed without objection due to the absence of the Executive Director.

V. Chief Financial Officer's Report (5:50)

The CFO reported on the on-going audit, CPB report extension requests, revenues shortfalls, fund drives targets, and other financial matters.

VI. Board Chair's Report (5:53)

The Chair reported on the KPFK recall election, the July in-person meeting hotel selection and the NES selection. Discussion followed.

VII. Committee & Task Force Reports

Coordinating Committee (6:07)

Crosier (Coordinating Committee Chair) **moved** the following:

Motion 1: Next PNB teleconference meeting date

Whereas, the June 14 PNB teleconference meeting conflicts with the annual conference of the National Federation of Community Broadcasters, that PNB meeting should be changed to Wednesday, June 6, 2012. *Approved by committee without objection.*

Passed without objection.

Finance Committee (6:15)

Rosenberg (Finance Committee Chair) proposed to delay the Finance Committee motion in the interest of time. **Passed** without objection. The Chair committed to reschedule the motion for the next open session.

Personnel Committee (6:16)

Crosier took the Chair. Bediako (Personnel Committee Chair) **moved** the following:

LSB MANAGEMENT SEARCH COMMITTEE CONFIDENTIAL AGREEMENT

As a member of the (station name) Management Search Committee (hereinafter referred to as “MSC”), I recognize and accept my responsibility to protect the confidentiality of every candidate.

As a member of the search committee, I will have access to confidential information and materials related to the search, and with full knowledge of the critical importance of confidentiality to the integrity and success of the search process I hereby agree:

I will not disclose confidential information shared by candidates or other committee members to anyone outside of Pacifica Foundation, including but not limited to the applicant’s employer or associates, or to anyone inside of Pacifica Foundation who does not have legitimate reason to know based on job or local or national board membership without the prior written consent of the committee.

In this context, confidential information includes, but is not limited to, applicants’ names, places of current or previous paid or unpaid work, and references; deliberations of the search committee relating to individual candidates; and all documents which might identify individual candidates.

I will maintain the confidentiality and integrity of communications and security systems including data processing systems, telephone conference numbers, recordings, codes, e-mail and voice mail belonging to the foundation or used to conduct the foundation’s business.

I will take all reasonable steps necessary to ensure that confidential documentation and other material is monitored, managed, stored, transmitted, destroyed and otherwise handled in a manner that will preclude inadvertent disclosure, loss or misuse.

I acknowledge that I have read and understood the Confidentiality Agreement.

Aaron **moved to refer** back to committee. After discussion Bethune moved the agenda. The motion to refer **passed** by a roll call vote: Yes—7, No—6, Abstain—5.

Yes—Aaron, Birden, Gold, Lexa, Reese, Rosenberg, Steinberg.

No—Bediako, Brazon, Gray, Johnson, Siegel, Turner.

Present not voting—Crosier.

Abstain—Bethune, Nwangaza, Prives, Reid, Reiter.

[Audio Part 2]

Reese retook the Chair. The committee reports that did not include a motion were omitted without objection.

Programming Committee (6:45)

Reiter (Programming Committee Chair) **moved** the following:

MOTION: To ask the Executive Director for a report of what has been done, general managers' s response for 1 hour Spanish programming per day, which was approved by the PNB.

Point of order from Aaron: Discussion should adhere to the stack instead of back-and-forth discussion. The Chair committed to maintain the stack. Responding to a point of discussion, the CFO provided additional reporting on preliminary financials for April 2012. The year-to-date network deficit is about \$300,000.

The main motion **passed** by a roll call vote: Yes—14, No—1, Abstain—2.

Yes—Aaron, Bediako, Bethune, Brazon, Gold, Gray, Johnson, Nwangaza, Prives, Reid, Reiter, Rosenberg, Steinberg, Turner.

No—Crosier.

Present not voting—Reese.

Abstain—Birden, Lexa.

The meeting adjourned without objection at 7:08 PM. The board reconvened in executive session immediately afterwards.

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on June 28, 2012)

Appendix A—Approved Agenda

I. Call to Order and Opening Business – PNB Chair

(1 Min.)

- a. **Roll Call / Establish Quorum – PNB Secretary** (4 Min.)
b. **Designate Timekeeper** (1 Min.)

II. Open Session Agenda Approval (10 Min.)

III. Minutes Approval - Approval of accrued Open Session Minutes (10 Min.)
for these 2012 meeting dates: Apr. 12, Apr. 26, May 2, May 10

IV. Executive Director’s Report (5 Min.)

V. Chief Financial Officer’s Report (5 Min.)

VI. Board Chair’s Report (10 Min.)
To include any Executive Session Report Outs

VII. Committee & Task Force Reports

Coordinating Committee - Bill Crosier, Chair (5 Min.)

Motion 1: Next PNB teleconference meeting date

Whereas, the June 14 PNB teleconference meeting conflicts with the annual conference of the National Federation of Community Broadcasters, that PNB meeting should be changed to Wednesday, June 6, 2012.

Approved by committee without objection.

Discussion of how to get volunteers to help stream and archive PNB committee meetings

Finance Committee - Tracy Rosenberg, Chair (10 Min.)

Motion: 1 – NFC Executive Sessions:

"That the NFC refrain from having executive sessions until such time as actions are taken to resolve considerations about breaches of confidentiality."

(Approved by committee 8 yes, 1 no)

Personnel Committee – Nia Bediako, Chair (15 Min.)

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Development Task Force – Heather Gray, Chair (5 Min.)

Programming Committee – George Reiter, Chair (5 Min.)

Financial Reform Audit Task Force (FRAT) – Ken Aaron, Chair (5 Min.)

Affiliates Task Force – Heather Gray and Campbell Johnson, co-chairs (5 Min.)

Archives Committee (5 Min.)

Audit Committee (5 Min.)

Elections Committee - Carolyn Birden, Chair (5 Min.)

Governance Committee – George Reiter, Chair (5 Min.)

Racism and Sexism Committee – Andrea Turner, Convenor (5 Min.)

Technology Committee (5 Min.)

VIII. Motion postponed from previous PNB meeting (15 min.)

Motion by Davis: Quorum

Resolved, that PNB committees be empowered to conduct a meeting in the absence of a quorum in order to further the committee's business, with the proviso that any motions other than agenda-setting or the setting the date of the next meeting be held to the next (quorum) meeting for a vote.

IX. Unfinished business (start after completion of previous motions)

a. Motion by Crosier: Public Criticism of Staff (15 Min.)

It is the policy of the PNB that no member of the Pacifica National Board shall criticize publicly, or demean publicly in any way, members of the staff. Any legitimate criticism of the work of staff members that a member feels needs to be acted on is to be forwarded to the Executive Director or to the PNB for resolution. Failure to abide by this policy will be interpreted as action against the interests of Pacifica, and will be subject to the disciplinary procedures provided for by the Bylaws for such actions.

b. Motion by Steinberg: Membership Termination Standing Rule (15 Min.)

Due to possible conflict of interest, any person who has been terminated from the Pacifica Foundation employment for cause shall be prohibited from membership in the Pacifica Foundation. When this type of proceeding is brought, all due process procedures called for, as noticed to all in the Pacifica Bylaws, in Robert's Rules of Order (Chapter 20) shall apply.

c. Motion by Davis: Membership re: Malice (15 Min.)

Be it resolved that any person or member of the Pacifica Foundation that acts with malice and/or violence and/or levies threats; either verbal or physical against Pacifica staff or members of the LSB or PNB should be disqualified from membership and participation in Pacifica governance. Further, any person or member of the Pacifica Foundation who acts to limit or undermine the fund raising and or function of the Pacifica foundation or its radio stations and broadcast licenses should be disqualified from membership and participation in Pacifica governance. And, that any person or member of the Pacifica Foundation who acts to undermine, counterbalance, destroy or limit the Pacifica Bylaws should be disqualified from membership and participation in Pacifica governance.

X. New Business

a. From: Nwangaza: (15 Min.)

MOTION 1: To rescind the motion passed May 12, 2011 regarding the Pacifica Affiliates Task Force

b. From: Nwangaza:

MOTION 2: for a Pacifica Affiliates' – Pacifica Foundation Task Force (30 Min.)

Introduction

The vision for the Affiliates' Program (The Program), at its inception, was that The Program would facilitate the development, production, broadcast, exchange and distribution of meaningful and influential progressive content, provided by both the sister and affiliate stations. The Program was expected to be a mutually supportive resource, serving its members as a communication hub and a teaching/learning community. It would be dedicated to improving both program content and delivery efficacy, with an ever increasing number of progressive programs. The programming would be responsive to Foundation and Affiliate listener needs and interests and give access to otherwise unavailable news, arts, and commentary for worldwide radio, internet, and other possible platforms.

Mission

To achieve this objective, the Affiliates' Task Force was created and charged with representing the Pacifica Affiliates and being a bridge to the Pacifica Foundation. Consistent with the Pacifica Foundation's mission and the Task Force's charge. The Task Force shall strive to build and maintain an authentic Pacifica-Affiliate partnership by maximizing Affiliate membership, input, and participation.

Membership

Any member of an Affiliate or Pacifica station is welcome to participate in the Pacifica-Affiliates' Task Force.

Voting, Co-Meeting Facilitators and Monthly Meetings

Where voting occurs, only duly designated station representatives of an Affiliate or Pacifica station, who has attended three consecutive meetings (the meeting of the vote and two meetings immediately prior to the vote) shall be allowed to vote.

Officers

The Task Force shall be convened by PNB assignment. It shall elect a pro tem Facilitator or Facilitators (at least one of whom shall be an Affiliate Director) for the first three meetings and a Secretary (who shall be any voting eligible member of the Task Force). The permanent yearly Facilitator(s) shall be elected at the third regular meeting.

Meetings:

The Task Force shall meet a minimum of once a month and conduct such business as is consistent with its mission and in the manner prescribed the by-laws of the Pacifica Foundation.

c. from: Brazon: (10 min.)

Whereas Director Tracy Rosenberg posted "KPFA: An Open Letter on E-mails" to Indybay.org news items site on Saturday, April 16, 2011 which included email communications between attorneys on pending Pacifica matters of litigation,

Therefore it is resolved that the Pacifica National Board of Directors censure Director Tracy Rosenberg.

d. from: Rosenberg: (10 min.)

Motion of censure against the 27 members of the KPFA LSB for demanding the

disclosure of confidential legal information in an open session of the KPFA Local Station Board.

e. from Birden: (10 min.)

Whereas, the Bylaws state that "the term of a Director shall be one (1) year. A Director may serve no more than five consecutive one-year terms. A Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's fifth consecutive one-year term" (Article Five, Board of Directors of the Foundation, Section 2: Term), clearly defining the firm limit of "five consecutive one-year terms" for all Directors, and

Whereas, this term limit was not separately addressed in the motion that set up selection procedures for the Affiliate Directors, it is

Resolved, by the Pacifica Foundation Board of Directors, that this limit (five consecutive terms) required in the Pacifica Bylaws shall also apply to the number of consecutive terms permitted by Affiliate Directors.

f. from Aaron: (10 min.)

Whereas there is a potential for irresponsible abuse of the Director's privilege to seek counsel thereby incurring financial obligations for the Foundation without regard to cost,

It is therefore resolved that any request from PNB Directors for special legal service of any kind shall include an estimate of the cost for such service and require approval of the PNB by majority vote. Such approval will specify a cost limit and time limit for the fulfillment of the request. This applies, but is not limited to advice, review, reports, evaluations and filings. This does not apply to normal work done in relation to ongoing legal actions or projects already approved by the PNB. Nothing in this resolution alters or affects Management's rights and duties to hire counsel as needed in accordance with the bylaws.

XI. Adjourn (time certain) (10:00 pm EST)
