

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Thursday, August 9, 2012

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:41 PM Pacific Daylight Time with an initial quorum of 19.

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), Kathy Davis (WBAI), 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), Alex Steinberg (WBAI), Andrea Turner (KPFA).

One member was absent: Dan Siegel (KPFA).

Also present: Arlene Engelhardt (Pacifica Executive Director), LaVarn Williams (Pacifica CFO), Andy Gold (Pacifica General Counsel), John P. Garry III (Recording Secretary).

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

[Audio Part 1]

b Determine excused absences – Chair (5:43)

Acknowledgments (5:43)

The Chair acknowledged the anniversaries of the bombings of Hiroshima and Nagasaki.

c. Designate Timekeeper (5:44)

No volunteer.

II. Open Session Agenda Approval (5:44)

Bediako **moved** to move up two Personnel Committee motions. Prives and Brazon seconded. Rosenberg objected. Brazon **moved** to add 10 minutes to the ED Report for Q&A. Aaron objected. **Point of order** from Reiter: There is already a motion on the floor, you cannot take a second one. The Chair agreed to focus on the motion on the floor.

Reiter **moved to amend** Bediako: Move Personnel Committee after the Coordinating Committee. Rosenberg seconded.

Point of order from Reiter: Asked if there was any objection to his amendment. The Chair disposed of Reiter's amendment. The Amendment **passed** without objection. Bediako's amended motion **passed** without objection. Aaron **moved** to approve the Agenda. **Passed** without objection (see Appendix A)

III Minutes Approval (6:03)

Omitted without objection in the interest of time.

IV. PNB Chair's Report (6:04)

Omitted without objection in the interest of time.

V. Executive Director's Report (6:04)

The Executive Director read a prepared report (see Appendix B). Discussion followed. Johnson and Nwangaza called for the **orders of the day**. The Chair curtailed a discussion regarding the ED and statements by a listener organization and particular Board members. The ED declined to engage the discussion. There was additional financial reporting by the CFO.

[Audio Part 2]

Discussion with the ED continues.

Point of order from Reiter: The GM Budget reduction plan discussion was next on the Agenda. The Chair stated that there had already been discussion of this topic with the ED and perceived that not many members had read the budget reduction plans.

(6:41) Reiter **moved**: "The ED, considering the GM's plans and the remarks from the PNB, is directed to work with the GM's to bring projected expenses and revenues into balance and

begin to develop a months reserve, within the next 60 days.”

Allen seconded. Brazon **moved to amend**: Include the LSBs, who shall work with the GMs. Bediako seconded.

Point of order from Rosenberg: We have a time certain for a closed session and must put all motions to a vote. The Chair asked for a final reading of the amendment before going to a vote.

The amendment **failed** by a roll call vote: Yes—9, No—10, Abstain—1.

Yes—Bediako, Bethune, Brazon, Gold, Gray, Nwangaza, Prives, Reid, Turner.
No—Aaron, Alcime, Allen, Birden, Crosier, Davis, Johnson, Lexa, Rosenberg, Steinberg.
Abstain—Reiter.
Present not voting—Reese.

The main motion **passed** by a roll call vote: Yes—13, No—7, Abstain—0.

Yes—Aaron, Alcime, Allen, Bethune, Birden, Crosier, Davis, Gray, Lexa, Reid, Reiter, Rosenberg, Steinberg.
No—Bediako, Brazon, Gold, Johnson, Nwangaza, Prives, Turner.
Present not voting—Reese.

The meeting adjourned at 7:12 PM due to the expiration of time.

The Board reconvened in executive session from 7:18 to 9:35 PM.

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on September 27, 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. Determine excused absences – Chair**
 - c. Designate Timekeeper** (1 Min.)

II. Open Session Agenda Approval (10 Min.)

III. Minutes Approval - Approval of Open Session Minutes (5 Min.)

IV. PNB Chair's Report (5 Min.)

V. Executive Director's Report (20 Min.)

VI. Discussion of GM budget reduction plans (30 Min.)

VII. Committee & Task Force Reports

Coordinating Committee – Bill Crosier, Chair (10 min)

Motion 1 – PNB meetings:

The Coordinating Committee asks the PNB to schedule weekly meetings from Sep. 15 through Oct. 15 to consider and approve unit and consolidated budgets for FY2013.

Personnel Committee – Nia Bediako, Chair

Motion 1: Pacifica Foundation General Manager Search Process (15 Min.)
(see attachment)

Motion 4 - PACIFICA EXECUTIVE SEARCH PROCESS Summer/Fall 2012 (15 Min.)
(see attachment)

Finance Committee Report - Tracy Rosenberg, Chair (40 Min.)

Motion 1 – Budget Status:

The NFC will provide a brief report in writing for the meeting on the status of the 2012 budgets.

(Approved by committee 8 yes, 1 no)

Motion 2 - Expense Reductions: (10 min.)

"The National Finance Committee recommends to the Pacifica National Board that on completion of the mandated submission of 4th quarter 2012 income forecasts from all six divisions that planned expense reductions totaling \$1,000,000 annually be

implemented as soon as possible and no later than the completion of the current fiscal year."

(Passed 9 for, 2 against)

Motion 3 – KPFT Budget: (10 min.)

That the KPFT budget as presented to the NFC on July 30, 2012, be approved with the following adjustments/corrections:

- a) decrease (GL items 5801-5802) CPB grant revenue by \$3,000 to include the penalty from CPB on thank-you gifts;
- b) increase other revenue by \$7,000 in accordance with the projected revenue estimates for FY12 from the Pacifica National Office;
- c) increase (GL 6101) Payroll Taxes - SUI to \$3,600 to be consistent with FY12 with reduction due to fewer personnel for FY13."

(Passed without objection)

Motion 4: NFC Executive Sessions: (5 Min.)

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

Motion 5: "When the quarterly reviews are scheduled the General Managers (5 Min.)

shall be invited to attend, or attend with their Business Managers, or to be represented by the Business Managers, at a dedicated time certain."

(Passed 7 for, 0 against, 3 abstentions)

Motion 6: That the NFC ask the National Office for a record of all interstation (5 Min.)

transfers for FY12, to be reported within 30 days."

(Passed without objection)

Motion 7: The attendees at the NFCB conference will submit written reports to, (5 Min.)

and the ED shall make a brief presentation of to the PNB as to what took place and what was gained.

(Passed without objection).

Motion 8: The NFC recommends that the Executive Director file reprimands in the personnel folders of General Managers and Business Managers who are more than 60 days late in providing budgets."

(5 Min.)

(Passed 5 for, 3 against, 2 abstentions)

Financial Reform Audit Taskforce (FRAT) - Ken Aaron, Chair (20 min)

Motion 1:

(10Min.)

Any employee found to be establishing, verbally or in writing, unbudgeted obligations for the Foundation, in excess of \$5000, without prior written approval of the National Office, shall be subject to disciplinary action including dismissal

Motion 2:

(10Min.)

Any employee in a managerial position, who becomes aware of an unapproved unbudgeted obligation in excess of \$5000, who does not notify the National Office in writing within a reasonable amount of time, shall be subject to disciplinary action.

Elections Committee

(10 Min.)

Motion 1 – Election materials:

The following paragraph will be added in election materials on mediation to prevent lawsuits / lessen the cost and occurrence of lawsuits and legal actions:

“By participating in this election as a candidate and/or sending in a ballot to vote, you are agreeing to abide by the Pacifica Foundation bylaws regarding delegate elections. You are also agreeing to participate in and abide by the findings of a qualified mediator to resolve any conflicts, disagreements, or claims for any and all parties, regarding the procedure or results of this election or the actions or behavior of any parties involved.”

(wording subject to vetting by an attorney with nonprofit and election expertise.)

Technology Committee (5 Min.)

Motion 1: Technology Documentation Policy

(10 Min.)

The Pacifica National Board Technology Task Force recommends that the Pacifica National Board direct the Executive Director to add the following requirements to the job description of the General Manager and/or Operations manager of all business units (the stations, Pacifica Radio Archives, National Office):

The General Manager shall maintain accurate documentation of all technological implementations and equipment under his/her charge.

The first full report will be implemented provisionally by the end of 2012.

The General Manager is expected to assign staff as needed to complete these surveys but the General Manager remains responsible for the accuracy and timeliness of the reports. Members of the PNB Technical Committee/Task Force will make themselves available and find other volunteers to help with the task.

The details of required documentation will be provided by the National Office with recommendations from the Technology Task Force and may from time to time be updated as technology and operations change. This documentation will be updated on a timely basis as needed and the updates will be reported to the National Office Secretary and the Chief Technical Officer.

Personnel Committee – Nia Bediako, Chair (45 Min.)

Motion 2: Revised ED Job Description

(15 Min.)

(see attachment)

Motion 3: Revised CFO Job Description

(15 Min.)

(see attachment)

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

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

Programming Committee – George Reiter, Chair (15 Min.)

Coordinating Committee - Bill Crosier, Chair (15 Min.)

Archives Committee (5 Min.)

Audit Committee (15 Min.)

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

VIII. Unfinished business

a. 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.

b. 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.

c. 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.

d. 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.

e. From: Nwangaza: (15 Min.)

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

f. 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.

g. 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.

h. 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.

i. 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.

j. 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.

XIII. Development and Strategic Planning

Development Task Force – Heather Gray, Chair (60 Min.)

Strategic planning, development and publicity discussion

Improved Programming Grid discussion (45
Min.)

Whistle Blowers Presentation – Marcel Reid (15
Min.)

10:00 PM EDT Adjourn – time certain

Appendix B—Executive Director Report

I have never wavered in my belief in the need for a Pacifica – a progressive network to help balance the biased media we experience every day. When I hear a great program on one of our stations – Amy Goodman on every station, Mitch Jeserich with a great interview, Dennis Bernstein or Robert Knight or Ian Masters covering social injustice and inhumanity, I see once again why we need a Pacifica network that reflects truth and passion. I feel pride to be part of such a network.

Perhaps the greatest contribution I have made to Pacifica in the time I have been here is to bring some leadership and stability to the management of the organization. Has everything gone as planned? No. Have we made progress? Yes.

While we are not yet breaking even, we have made great strides in that direction. We have reduced Pacifica's overall deficit from \$2.7 million in FY 2009 to \$2.0 million in FY 2010 to \$0.6 million in FY 2011. That included reducing KPFA's deficit spending from \$920 thousand in FY 2009 to \$619 thousand in FY 2010 to \$264 thousand in FY 2011 (following staff

reductions at KPFA in November 2010. Now we must go even further, make further cuts and implement plans that will increase listenership and revenue.

LaVarn and I stepped into an organization that had exhibited lack of fiscal responsibility, perhaps even malfeasance. Former employees – and some current ones – seemed to look upon Pacifica as their personal bank or retirement account.

To me the saddest aspect to this whole scenario is that I have been watching Pacifica being shredded from within. Pacifica is in a very serious financial status, and to hear a board member very recently question why we have such enormous debt represents a lack of fiscal awareness. As of September 30, 2011 stations “owed” the National Office \$1,267,656 from 2010 and 2011. The amount owed to our major creditor at that point was \$856,119. Simple math shows how this could have been paid.

During my tenure we have resolved most of the outstanding lawsuits and by careful management avoided several potential new lawsuits. My goal from the beginning has been to be lawsuit free. Attorneys have told me that my intervention in our legal issues may have save Pacifica a million dollars or possibly more.

By establishing weekly meetings with leadership staff including GMs and another with Program Directors, I have been able to share network wide plans and to allow staff to share ideas, success stories and discuss problems and resolutions with their counterparts at other stations.

I have been very frustrated by the lack of time and energy I have had to work on development. To resolve this, I interviewed four potential providers of development services and arranged for GoalBusters to make a presentation at the recent PNB meeting detailing how they would approach working with us. KPFA has asked to move ahead with contracting with them if we do not decide to work with them on a network wide basis. The economies of scale we realize by contracting as a network are significant.

I have also worked with NFCB on a strategic partnership to work with Pacifica on programming evaluation and improvement and community engagement. I think this partnership could lead to improved programming at all of our stations (working with each station individually as well as the network), and in turn, to increased revenue due to increased membership.

I was able to get a law firm to assign an attorney to provide a desperately needed draft revision of our Employee Handbook – pro bono.

I have work in motion for the 2012 LSB election, enlisting the support of GMs and PDs at all of our stations.

I have done all of this while operating without an assistant, with no to minimal HR support, without development support and without a program director. Whatever has been done in those areas I have done.

The time I have had to spend on a mismanaged Pacifica audit and a poorly handled recall election has been frustrating and an expensive misuse of my time and energy. If we do not deal with the internal ROT at Pacifica, it will bring the foundation down. It is obvious to me that that is the goal of some of you. To me the saddest aspect of this whole scenario is that I have been watching Pacifica being shredded from within. Pacifica is in a very serious financial status, and to hear a board member very recently question why we have no paid certain obligations shows a serious misunderstanding of the Central Service payments coming into the National Office.

I am currently working to resolve our outstanding debts and to develop contracts for a number of areas as we move forward. I can talk more about this and the specific recommendations for expense reduction in closed session.

In many ways Pacifica is barely surviving - woefully understaffed, overworked and, most damaging, unsupported. No single ED can save or destroy Pacifica. For Pacifica to survive, all of the "players" must work together to move forward, there must be a commitment to Pacifica's future and the necessary support that that entails. That attitude is simply not here for Pacifica now.

We need to deal with the differences between management and governance. You have demonstrated that you do not want an Executive Director, you want a so-called manager that you can micro-manage. You cannot even agree on an agenda for a meeting without wasting a significant portion of the meeting time. At the recent 4-day meeting in Berkeley, you did not have time to hear a report from the ED or to discuss my reasons for enacting cuts. As a result of the motion you did pass, I had to cancel plans to move forward with cuts and cancel a planned meeting with the 3 AFTRA representatives regarding the need for cuts.

I am committed to the need for Pacifica and would like to do everything possible to move it forward.

As Abraham said in 1858 when he was running for the Senate:

We are now far into the fifth year, since a policy was initiated, with the avowed object, and confident promise, of putting an end to slavery agitation. Under the operation of that policy, that agitation has not only, not ceased, but has constantly augmented.

In my opinion, it will not cease, until a crisis shall have been reached, and passed. "A house divided against itself cannot stand."
