

Special Open Continuation Telephone Meeting

August 8, 2013

At Various Locations

8:30 pm (ET), 7:30 pm (CT) and 5:30 pm (PT)

AGENDA

I. Call to Order/Opening Business. 8:30 pm (ET) Adjourn Time Certain. 10:30 (ET)

A. Roll Call / Establish Quorum. Establish Time Keeper.

Box Legend Attendance: *X* Present; *Ab* Absent; *Exc* Excused Absence; *AL* Present-Arrived Late.

KPFA - Berkeley., CA.	KPFK – L.A., CA.:	KPFT – Houston, TX.:	WBAI - N.Y., N.Y.:
Brian Edwards-Tickert	Lydia Brazon	Teresa Allen	Carolyn Birden
Tracy Rosenberg	John Cromshow	Jessica Apolinar	Janet Coleman
Dan Siegel	Brenda Medina	Nancy Hentschel	Cerene Roberts
Margy Wilkinson	Summer Reese	Richard Uzzell	Manijeh Saba

WPFW – Wash. D.C.:	AFFILIATES:	Staff & Counsel:
Benito Diaz	Heather Gray	— Raul Salvador, Pacifica CFO
Luzette King	Janis Lane-Ewart	
Tony Norman		
Katea Stitt		

B. Minutes Approval. Open Meeting Minutes for June 27, 2013 and July 11, 2013. (10 min.)

II. New Business.

A. Motion Re: Post Employment Interview.

Wilkinson moves that the PNB shall have an exit interview with Andy Gold. (10 min.)

B. Motion Re: Post Employment Interviews by Directors.

(10 min.)

Uzzell moves that the Pacifica Foundation Radio Board shall establish the following policy with regard to Pacifica Foundation Radio Board Directors interviewing past employees or consultants. No current

Pacifica Foundation Radio Board Director shall interview a past Pacifica employee or consultant about that person's tenure with Pacifica Foundation Radio, without prior approval by the Foundation's Human Resources agent and a majority vote of the Pacifica Foundation Radio Board of Directors.

C. WPFW Rep. on the Audit Committee. [Position uncontested] Filled by WPFW Director Luzette King.

D. Notice to bring, at the August 22, 2013 PNB Meeting, a Motion to Rescind the March 28, 2013 Results of a Motion to dissolve FRAT and, if rescinded, to hear another motion. By Uzzell

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III. Committee Reports.

A. Elections Committee. (2 Motions) Each: (10 min.)

1. *Whereas* the Pacifica Bylaws, as adopted in 2003 and revised in 2007, lay out a calendar for Local Station Board elections including specific dates or periods for establishing membership and candidacy, and for the mailing and return of ballots, and

Whereas the Bylaws limit the ability of the Pacifica National Board to affect the schedule, and in no way gives an Executive Director authority to change any of those dates or periods, or to do anything beyond appointing the National Election Supervisor (NES), approving the NES' choices of Local Election Supervisors, and facilitating the work of the NES,

Be it hereby resolved that the Committee reaffirms and recommends to the PNB that it re-assert to the Interim Executive Director that it is the national board that is in effect "the Foundation" and that she be accordingly guided in all future actions.

2. The Elections Committee is requesting an update from the I.E.D. on the status of the reports by Local Election Supervisors on the conduct of the 2012 elections. We have only seen the reports by the WBAI and WPFW supervisors, which were forwarded to us by the National Election Supervisor. Have the remaining three been received? If not, were the final paychecks withheld from those LES's as specified in their contracts?

B. Personnel Committee. (1 Motion) Each: (10 min.)

1. Motion that the PNB Personnel Committee is authorized to provide, and shall provide, the annual ED Salary Range (\$90,000-\$110,000) to applicants who are selected as semi-finalists in the current ED Search.

[Added 6-27-13]

C. Coordinating Committee. (1 Motion) (10 min.)

1. **Whereas**, the Pacifica National Board (PNB) and its committees and taskforces work primarily or exclusively via teleconference calls that each month last dozens of hours,
Be it hereby resolved, that the Chief Financial Officer shall have his staff compare the cost and services of various providers and include in the report that is to be provided to the PNB within 60 days, the comparative cost of using a toll number versus a toll-free number and whether parties using toll number and parties using toll-free number can be on the same call. [Added 6-27-13]

D. Governance Committee. (3 Motions) Each (10 min.)

1. The governance committee recommends to the PNB that the 2013 election go forward with no later than the 60 day delay allowed by the CA Corporations Code.

2. Move that the PNB shall request the iED to provide, as soon as possible, a detailed cost accounting of the 2012 Pacifica LSB-elections to the PNB, to the Governance and Elections committees, and to the five LSBs.

3. Move that the date for submission of bylaws amendments for this year shall be Aug 16. The timeline after that shall be in accordance with the bylaws as amended in 2012. [Added 6-27-13]

E. Finance. (1 Motion) (10 min.)

1. The NFC moves approval of the KPFT FY '13-'14 Budget. [Added 7-25-13]

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IV. Motions Carried Over from 2012.

A. Elections Committee.

1. Revision of Election Timeline.
(10 min.)

Whereas, the Pacifica Bylaws, as adopted in 2003 and revised in 2007, lay out a calendar for Local Station Board elections including specific dates or periods for establishing membership and candidacy, and for the mailing and return of ballots, and

Whereas, the Bylaws limit the ability of the Pacifica National Board to affect the schedule, and in no way gives an Executive Director authority to change any of those dates or periods, or to do anything beyond appointing the National Election Supervisor (NES), approving the NES' choices of Local Election Supervisors, and facilitating the work of the NES,

Be it hereby resolved, that the Committee reaffirms and recommends to the PNB that it re-assert to

the Interim Executive Director that it is the national board that is in effect "the Foundation" and that she be accordingly guided in all future actions.

2. Procedures for Processing Complaints about Alleged Violations of Fair Campaign Provisions. (10 min.)

Move that in order to ensure fair, timely and properly publicized decisions on complaints alleging violations of the Fair Campaign Provisions; that the National Election Supervisor establishes and publicize the following process:

- a. The LES or NES should acknowledge all complaints by email within 48 hours, whenever feasible.
- b. If the LES or NES determines that the complaint warrants investigation, the LES or NES should as quickly as possible forward a copy of the complaint to the party alleged to have violated the FCP, with instructions on how and by when that person can file her/his response. If the complaint is being handled by the LES, both the complainant and the person complained against should be notified of their right to appeal any decision to the NES, and any procedure and deadline for doing so. If the complaint appears without merit, the subject shall be provided a copy and both subject and complainant shall be notified that no action will be taken.
- c. If the LES or NES finds that a rule was broken, s/he should cite the rule and explain specifically in what way it was broken. Copies of the written ruling should be sent to both the complainant and the subject.
- d. All decisions on complaints found to be valid should be rendered as quickly as reasonably possible, but no later than ten days after receipt.
- e. All decisions on complaints found to be valid should be posted on the Pacifica elections website (to provide guidance to candidates and staff at all stations) and the affected stations elections.

3. Adequate Time for On-Air Candidate Forums. (10 min.)

Whereas Article 4, Section 6 of the Pacifica bylaws states, in part: "All candidates for election as a Listener-Sponsor Delegate shall be given equal opportunity for equal air time, which air time shall include time for a statement by candidate and a question and answer period with call-in listeners." and

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IV. Motions Carried Over from 2012. A. Elections Committee. Adequate Time for On-Air Candidate Forums. (Cont.)

Whereas, the PNB's 2009 LSB Election Policy set a standard for on-air LSB candidate forums to be one hour in length for each 5 candidates, and

Whereas, many LSB candidate forums before and since have followed a similar formula, and

Whereas, in at least one signal area (WBAI), the recently announced forums will require 10 candidates to share one hour, and

Whereas, it is critical that all candidates have adequate time to explain their positions and that listener-members have adequate time to pose questions via phone and hear answers from all the candidates then on the air,

Resolved, that the PNB Elections Committee strongly urges the managers at the 5 stations to ensure that in all signal areas, on-air listener candidate debates allocate at least one hour for each five candidates. In addition, the Committee recommends that archives of on-air forums be posted on each station's website in a visible location.

4. Term Limits and Election Results
(10 min.)

Whereas the National Election Supervisor adopted a policy in the 2012 WPFW elections to award only a one-year Delegate seat to anyone whose term-limited tenure would preclude them from serving a full three-year term, regardless of whether their vote total would have otherwise led to them to obtain a three-year term, and

Whereas in the 2007 election, the National Election Supervisor ruled that any candidates who would be term-limited before the end of another three-year term could nonetheless run for said term, provided that they resigned when they reached their six-year mark, and

Whereas the Pacifica Bylaws provide no authority for the National Election Supervisor or the Executive Director to treat any candidates in a disparate manner that awards one candidate a shorter term than another who won fewer votes,

Resolved, that the Pacifica National Board Elections Committee strongly urges the National Election Supervisor to change the policy for the 2012 WPFW elections so as to uphold the cornerstone standard that candidates are awarded three-year or shorter terms based solely on their relative ranking in the final vote count, and

Further, that the Committee recommends that the Pacifica National Board adopt a policy for future elections that in any Delegate election in which more than the customary half of seats

in either the Listener Member or Staff Member category are vacant, three-year-terms shall be awarded to the highest vote-getters up to the number of seats usually available in that year's election, and one- or two-year-terms dependent on the election year cycle to the next highest vote-getters for the remaining available seats. This shall include any candidate who would become term-limited during the upcoming one-, two- or three-year term, although said person shall be required to resign as a Delegate as soon as they have completed six consecutive years of Delegate service.

5. Counting of Blank Ballots.
(10 min.)

Move that the Pacifica National Board adopt a policy that, in keeping with longstanding practice, in all elections held in Pacifica, blank ballots shall be counted toward quorum.

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IV. B. Audit Committee.

1. Provide Audit Reports and Management Letters. (10 min.)

Move that the Pacifica CFO be directed immediately via email by the Chair of the Audit Committee to provide the members of the Committee for their reference and consideration immediately with complete copies of both the Pacifica Audit Reports of the past five years and the confidential Management Letters that correspond to each of them.

C. Other Motions.

1. Requesting Legal Counsel. Motion from Aaron (currently sponsored by Rosenberg). (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; 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.

2. Notice to Rescind Motion on Members Not in Good Standing as Delegate Candidates.
By Brazon.
(Motion to be reconsidered listed below)
(10 min.)

Whereas the Pacifica Foundation should be able to protect itself from individuals who have a documented record of harmful or malicious behavior toward the Foundation or any of its members,
Be it resolved that:

The following categories of people are not members in good standing of the Pacifica Foundation as defined in Article 4, Section 2A and Article 3 Section 8A of the Pacifica Foundation Bylaws:

1. Individuals whose actions have been declared by a court of law to be breaches of fiduciary duty, or breaches of the duty of loyalty or the duty of care.
2. Individuals who have been separated involuntarily from foundation employment for cause.
3. Individuals who have been banned from station premises due to threatening behavior or creating an unsafe environment for others

shall
good standing

These definitions of restrictions shall be publicized on the Pacifica web site. The Foundation shall make an effort annually to inform the membership of these defined restrictions on through a combination of email, broadcasts and mailings.

Any member of the foundation may identify another member whose actions have caused the loss of good standing by giving notice to the National Elections Supervisor. Any individual whose good standing is questioned per these restrictions shall be provided with full due process rights to be notified of the decision

and to appeal it. The initial determination shall be made by the National Election Supervisor overseeing the foundation's election process.

If a determination is made that a member is not in good standing, the individual in question must be notified 15 days prior to the determination taking effect. Notice required under this section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown in the foundation's records. The right to request a hearing and procedure for requesting it shall be included in the notice.

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V. C. Other Motions. 2. Notice to Rescind Motion (Continued)

The Pacifica National Board will provide an evidentiary appeal hearing upon request being made before the determination takes effect. The current sitting board officers (defined in the Pacifica Foundation

Bylaws as the board chair, vice-chair, secretary and the CFO) will appoint a 3-member panel to hear the appeal. The board officers may schedule an appeal by whatever method of communication seems reasonable, including a telephone or video conference. If the panel upholds the initial determination, that decision may be appealed to an arbitrator provided the individual pursuing the appeal waives their right to pursue legal remedies in court. Pacifica is under no obligation to provide an arbitrator for a 2nd appeal if a waiver of legal remedies is not signed. In the event an appeal is successful, good standing status for said individual will be reinstated.

This policy does not apply prior to the adoption date of this policy, unless an individual commits a new act that brings them under the provisions.

VI. Setting the Next Meeting.

**VII. Adjourn to Executive Session.
(ET)**

10:30 pm