

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Wednesday, October 26, 2011

Meeting Minutes

[Audio Part 1]

#### I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:45 PM Pacific Daylight Time.

##### a. Roll Call / Establish Quorum

Twenty-one members were present, constituting a quorum: Laura Prives (KPFA), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Ken Aaron (KPFK), Rodrigo Argueta (KPFK), Lydia Brazon (KPFK), Summer Reese (Chair, KPFK), Teresa Allen (KPFT), Jessica Apolinar (KPFT), Wesley Bethune (KPFT), Bill Crosier (Vice-Chair KPFT), Nia Bediako (WBAI), Carolyn Birden (WBAI), Kathy Davis (WBAI), Alex Steinberg (WBAI), Campbell Johnson (WPFW), Kimory Orendoff (WPFW), Marcel Reid (WPFW), Bruce Wolf (WPFW), Heather Gray (Affiliates), Efia Nwangaza (Affiliates, Secretary)

One member was absent: Andrea Turner (KPFA).

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

An audio recording for this meeting can be accessed at [KPFTX.org](http://KPFTX.org)

##### c. Agenda Approval

The agenda was approved as amended (see Appendix A).

d. Minutes Approval was postponed until the next meeting, without objection.

#### II. Board Chair Report (5:54)

The Chair declined to give a report because of exigent circumstances and committed to report at the next meeting.

#### III. Management Reports (5:54)

The Executive Director reported on financial issues. The profit-loss statement for the last fiscal year is \$2 million ahead of last year. We finish with just a slight surplus. Debts will be paid off in a three-year period.

The ED then read from a prepared report (see Appendix B) regarding her activities for her two-year directorship, including programming, Hurricane Irene coverage, emergency preparedness, coverage of Troy Anthony Davis and the death penalty, plans for increasing listenership, financial matters, technical matters, ASCAP reporting, legal matters, affiliates, archives, the proposed Santa Cruz transmitter, station relocations, and future programming such as the G8 and political conventions. Questions from the board followed.

#### Chief Financial Officer Report (6:32)

The CFO reported briefly on financial matters, including the recovery plan, fund drive timing, outstanding payables, archive funding, and audit preparation. Questions from the board followed. Responding to a question, the CFO reported that pension transfers used to be delayed as a matter of practice but are currently up to date.

[Audio Part 2]

#### Emergency Statement on Occupy Oakland (6:45)

Steinberg **moved:**

The Pacifica National Board strongly condemns the actions of Oakland Mayor Jean Quan and the Oakland Police Department for their brutal eviction of the peaceful protesters at Frank Ogawa Plaza on the morning of October 25. We call for the formation of an independent committee of inquiry to investigate the conduct of the Oakland Police Department and the other uniformed services that were involved in the eviction of the protesters at Frank Ogawa Plaza.

Crosier took the Chair, Reese joined the discussion.

**Point of order:** Allen: Objects to a member making a lengthy statement and then calling the question. The Chair later ruled, citing Robert's Rules, that a member may speak to a motion and then call the question.

Gray **moved to substitute:** This motion also extends to police departments and mayors throughout the country who are disruptive of peaceful efforts of those who wish to exercise their First Amendment right of free speech. Because of the exceptional actions in Oakland, we call for a conference to create a binding resolution of nonviolence.

Gray's substitute motion **failed** by a roll call vote: Yes—4, No—12, Abstain—2.

Yes—Aaron, Allen, Bethune, Gray.

No—Argueta, Bediako, Birden, Davis, Nwangaza, Orendoff, Prives, Reese, Reid, Rosenberg, Steinberg, Wolf.

Present not voting—Crosier

Abstain—Brazon, Johnson.

Steinberg's motion **passed** without objection. Reese retook the Chair.

#### IV. Clarification of 2008 Motion on Audio Recording of Executive Sessions (7:25)

The Chair opined that this was not a clarifiable issue and should be struck from the agenda. Brazon initiated the discussion.

Allen noticed an intention to reconsider the 2008 audio recording motion at the next meeting.

**Point of order** from Crosier: Time has expired.

#### V. Committee Reports (7:38)

##### a. Finance Committee (7:38)

Aaron and Crosier (National Finance Committee members) reported and presented two motions.

[Audio Part 3]

After discussion, Steinberg **moved** to extend ten minutes. Motion **passed** without objection.

**Motion:** The National Finance Committee recommends approval of the National Office Budget.

Motion **passed** by a roll call vote: Yes—10, No--5, Abstain—4.

Yes—Aaron, Allen, Birden, Crosier, Davis, Gray, Orendoff, Rosenberg, Steinberg, Wolf.

No—Argueta, Bediako, Brazon, Johnson, Reid,

Present not voting—Reese.

Abstain—Bethune, Nwangaza, Prives, Siegel.

**Motion:** The National Finance Committee recommends approval of the Consolidated Budget.

Johnson **moved** to extend five minutes. Motion **passed** without objection.

The motion **passed** by a roll call vote: Yes—10, No—3, Abstain—5.

Yes—Aaron, Allen, Birden, Crosier, Davis, Gray, Orendoff, Rosenberg, Steinberg, Wolf.

No—Bediako, Johnson, Prives.

Present not voting—Reese.

Abstain—Argueta, Brazon, Nwangaza, Reid, Siegel.

Bediako **moved** (as amended by Bediako): Move that all already-approved Operating Budgets shall have amounts currently classified as “Depreciation” be renamed "estimated asset replacement costs."

Aaron **moved** to refer to the Finance Committee. Motion **failed** by a roll call vote:

Yes—8, No—10, Abstain—0.

Yes—Aaron, Allen, Birden, Crosier, Gray, Rosenberg, Steinberg, Wolf.

No—Apolinar, Argueta, Bediako, Brazon, Davis, Johnson, Nwangaza, Prives, Reid, Siegel.

Present not voting—Reese.

Brazon **moved** to extend ten minutes. Motion **failed** by a roll call vote: Yes—7, No—8, Abstain—1.

Yes—Argueta, Bediako, Brazon, Gray, Johnson, Nwangaza, Prives.

No—Aaron, Allen, Birden, Crosier, Reid, Rosenberg, Steinberg, Wolf.

Present not voting—Reese.

Abstain—Davis.

Bediako’s amended language was **approved** by a roll call vote: Yes—13, No—2, Abstain—3.

Yes—Aaron, Allen, Argueta, Bediako, Bethune, Brazon, Crosier, Davis, Johnson, Nwangaza, Orendoff, Prives, Reid.

No—Birden, Wolf.

Present not voting—Reese.

Abstain—Gray, Rosenberg, Steinberg.

Bediako’s amended motion **passed** by a roll call vote: Yes—10, No—8, Abstain—0.

Yes—Argueta, Bediako, Bethune, Brazon, Davis, Johnson, Nwangaza, Prives, Reid, Siegel.

No—Aaron, Allen, Birden, Crosier, Gray, Rosenberg, Steinberg, Wolf.

Present not voting—Reese.

Davis moved to adjourn. The meeting adjourned without objection at 8:44 PM PDT.

Respectfully submitted by Efia Nwangaza, Secretary  
John P. Garry III, Recording Secretary

(these minutes were approved on November 10, 2011)

\*\*\*\*\*

## Appendix A—Approved Agenda

- I. Call to Order and Opening Business - PNB Chair** (1 Min.)
- a. Roll Call / Establish Quorum - Secretary** (4 Min.)
- For Attendance.** X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.
- Determine excused absences – Chair**
- b. Designate Timekeeper** (1 Min.)
- c. Agenda Approval** (10 Min.)
- d. Minutes Approval** Approval of accrued Open Session Minutes. (10 Min.)
- II. Board Chair Report - Chair - Summer Reese** (10 Min.)
- To include any Executive Session Report Outs
- III. Management Reports - Executive Director and Chief Financial Officer**
- a. Discussion and Review of Correction of Deficiencies Noted in Auditor’s Report - ED & CFO** (20 min.)
- b. Financial Report Update - CFO** (20 min.)
- IV.** Clarification of intent of 2008 motion regarding audio recordation of executive sessions for production of minutes, length of time of retention thereof, distribution and applicability to in-person meetings only. (10 Min.)
- a.** Emergency Statement on Occupy Oakland.
- V. Committee Reports**
- a. Finance Committee - Tracy Rosenberg, Chair** (10 Min.)
- The National Finance Committee recommends approval of the National Office Budget
- The National Finance Committee recommends approval of the Consolidated Budget
- Bediako motion:** Move that all already-approved Operating Budgets shall have amounts currently classified as “Depreciation” removed and placed into a separate “Capital Budget.” (10 Min.)
- b. Audit Committee** (5 Min.)
- c. Committee on Racism and Sexism – Andrea Turner, Convenor** (5 Min.)
- d. Technology Committee – Kimory Orendoff, Convenor** (5 Min.)
- e. Governance Committee – Marcel Reid, Chair** (5 Min.)
- f. Development Task Force – Jessica Apolinar, Convenor** (5 Min.)

**g. Strategic Recovery Plan Audit Task Force (FRAT) - Ken Aaron, Chair**

(30 Min.)

**MOTION 1: Deficiencies Correction Timetable**

The Executive Director and the Chief Financial Officer shall work on correcting all deficiencies reported in the Feb 2011 Auditors Recommendations including evaluation of the business managers and software training at each station and update progress on the spreadsheet on the FRAT Yahoo Group. They shall update status of each deficiency by May 31st. Progress will be reported every two weeks thereafter. By July 30th it is expected that 70% of the deficiencies will have been remedied.

*(Passed without objection)*

**MOTION 2: Source of programming and funding, including syndicated Programs**

That each (i)PD of each of the five units/sister stations be required to supply to the Chair of the Board of the Pacifica Foundation (PNB,) a list of every program aired on his/her station, giving the name of program, time/day program airs, and whether the program is produced on-site, produced off-site for that station, is produced at one of the five sister stations, is produced at an affiliate station, or is produced by an outside production company and syndicated to that station, as well as others. Additionally, it shall be listed whether the program is volunteer produced and hosted, in-house paid producer and/or host, outside produced and the station pays for it, outside produced and free to the station, and whether it is underwritten, and if so, by whom.

*(Passed without objection)*

**Motion 3: Increasing Listenership & Membership**

In order to bolster financial health of the foundation, the PNB should set as a goal that stations need to increase listenership & membership (while adhering to Pacifica's mission).

*(Passed without objection)*

**Motion 4: Plans for increasing listenership**

Station managers should submit plans for increasing listenership (as called for by the PNB in 2008) to the ED. The PNB should receive reports from the ED on the status of these plans.

*(Passed without objection)*

**Motion 5: Listenership criteria in GM & PD reviews**

Success in increasing listenership (or in the absence of listenership data, membership) while adhering to Pacifica's mission should be a key criteria in reviewing performance of station managers and program directors.

*(Passed 5 yes, 2 no, 1 abstention)*

**Motion 6: Programmer agreements**

Stations must have signed programmer agreement with all programmers as developed by the national office.

*(Passed without objection)*

**h. Coordinating Committee - Bill Crosier, Chair**

(15 Min)

**Motion 1: Additional PNB teleconference meetings**

The Coordinating Committee recommends to the PNB to schedule an extra Saturday teleconference in October and January. *Motion (amended by committee since July PNB meeting) passed in committee without objection*

**Motion 2: Retention of Executive Session Audio Recordings**

Whereas the Pacifica Foundation By laws direct the Secretary to keep or cause the Board's minutes to be kept, and the audio recordings of closed, executive sessions of the Pacifica National Board allows

the PNB Secretary and Recording Secretary access for the purpose of the accurate production of the minutes, and,

Whereas, sufficient but not excessive time shall be allowed for the presentation of draft minutes to the board for board approval and,

Whereas questions or corrections raised at the board meeting when the draft minutes are presented to the PNB, require sufficient access and time by the Secretary and Recording Secretary to said audio to make said corrections if necessary,

Therefore, I move that the audio recordings of executive sessions of the Pacifica Board of Directors be preserved until such time as the PNB approves the minutes of said executive session after which, the audio shall be destroyed.

Further, until such time as the draft minutes are approved by the PNB, the audio recordings shall be preserved at most 120 days.

Further, that the PNB Secretary and Recording Secretary have access to said audio recordings for the sole purpose of producing accurate and timely minutes to the Pacifica National Board.

*[motion passed with no objections, and two abstentions]*

**i. Personnel Committee - Nia Bediako, Chair**

(30 Min.)

**Motion 1: PNB Personnel Committee Purpose**

The PNB Personnel Committee shall create and distribute the performance evaluation forms and facilitate the subsequent evaluation processes of the Foundation's Executive Director and Chief Financial Officer and make recommendations to the Board with regard to their job descriptions, employment contracts, compensation, retention and separation from employment. With the aim of increasing equity and uniformity among persons doing similar work throughout the Foundation, the Committee's responsibilities shall include, but are not limited to, the review of the General Manager and Interim General Manager hire processes as well as the PD and interim PD hire processes, the Pacifica Foundation Employment Manual, organizational charts, paid and unpaid staff issues and any policies and processes regarding other personnel matters.

*[Approved without objection.]*

**MOTION 2: Pacifica Foundation Program Director Search Process**

The following steps must be taken in sequence in order to conduct an approved search for a candidate to fill an open position. All references below to "National Office" specifically indicate the National H.R. worker, if one is in place, or if not, the E.D.

1. LSB creates Search Committee – the PNB recommends that it include a minimum of 7 and a maximum of 11 members. The Committee shall consist of LSB members, including paid and unpaid staff members. Names, email addresses, and phone numbers of all committee members shall be sent to the National Office.
2. The Personnel Committee will provide a copy of the job description, candidate evaluation criteria, and confidentiality agreement (for non-LSB members) to the LSB Search Committee.
3. Search Committee shall arrange through the National Office for publication of an ad in venues reaching diverse communities per FCC and EEO guidelines and the ad shall be placed within 7 days of the request. Ad budget shall be set by the GM and LSB. In addition, an ad should be posted at the station's premises, on its website and airwaves, and in its e-newsletter or other publications. Application period shall be 30-45 days, and applications shall be submitted to a central location in the National Office and then distributed to all Committee members via email.
4. Search Committee shall create a timeline for its work, including meetings, rankings, interviews,

and reports at each LSB meeting. There shall be two sets of final interviews – one by any interested paid and unpaid staff (preferably during an evening or weekend to accommodate unpaid staff with day jobs), the other by the Committee, which LSB members who are not on the Committee may attend but in which they may not participate. The timeline shall include a meeting at which the Committee shall receive training from the National Office on laws and rules concerning the hiring process.

5. To assure equal treatment of all candidates, each interview round shall be conducted by the same method (e.g., phone, in-person, etc.). All initial interviews shall be by telephone.

6. All Committee meetings discussing the hiring process shall be noticed to the public, and held according to the open-meeting provisions of the Pacifica bylaws.

7. The Committee shall formulate a list of standard interview questions for all candidates.

8. The Committee shall decide on its pool (3-5) and rankings of recommended candidates using Single Transferable Voting, with Committee members strongly encouraged to write a brief explanation of their votes.

9. The Committee shall write a final public report explaining the process it went through in its search and recommendations. It shall also submit a confidential appendix to the LSB containing the names and rankings of its recommended pool members (3-5), along with any explanations written by Committee members of their votes.

10. In executive session, the LSB shall discuss and vote on whether to accept the candidate pool and rankings as presented by the Committee, or select candidates from the final round of interviews, as described in # 4 above.

*[All parts of the above motion approved without objection.]*

**j. Elections Committee - Carolyn Birden, Chair**

(15 Min.)

**Motion 1: Member database clean up**

Whereas, the Pacifica Bylaws require that the Foundation maintain a list of its members at the national office, and

Whereas, maintenance of an accurate, up-to-date roster of both listener-sponsor and staff members is essential to the proper running of Pacifica elections;

therefore

The Elections Committee moves that, in preparation for Delegate elections in 2012, the PNB request that the Executive Director

1. have station managers work to clean up and secure a database to be used for balloting, additional to the donor databases maintained at each station, by providing lists of all voting members as defined in Article 3, Section 1-4 of the Bylaws (appended)

2. Encourage all members to keep their contact information current;

3. Eliminate duplications in member databases by using the USPS/NCOA service, doing comparison of databases for all five stations, and carrying out any necessary measures to establish that each member can vote only once.

These clean-up efforts should take place at least once in 2011 and again next year, no later than immediately after the date of record in 2012.

The Elections Committee further recommends that the PNB direct the Executive Director to report to the PNB Elections Committee on progress and problems in implementing the above protocols by December 1, monthly until a clean list is achieved, and quarterly thereafter on maintenance of the ballot-membership database.

*Passed by the Elections Committee October 5, 2011*



**k. Affiliates Task Force** (15 Min.)

**l. Programming Committee** (15 Min.)

## **XII. Unfinished Business**

**a. Motion by Johnson: Outside Accounting Firm** (10 Min.)

The PNB hereby directs the Executive Director to solicit proposals from knowledgeable, experienced Certified Public Accounting firms to provide an engagement of managerial services that will involve an in depth review of Pacifica's expense structure, accounting practices and operational leakages (or redundancies) and include recommended expense reductions to enable Pacifica to recover from the "going concern" alert status recently identified by our external auditor. The National Finance Committee and Audit Committee will jointly decide which firm will be selected. This selection will be provided to the PNB for final approval and contracting. The target date for the commencement of the engagement is May 2, 2011. Engagement recommendations and an implementation plan will be presented to the aforementioned committees.

Upon PNB approval, the plan will be implemented immediately. Due to the critical nature of Pacifica's need, recommendations from the CPA firm are requested as they are developed and should not await a final report. These recommendations and the firm's reports will be provided by the firm simultaneously to the Executive Director, CFO, the PNB Audit Committee and the National Finance Committee.

**b. Motion by Johnson: Standing Rules on Financial Turnaround** (15 Min.)

**1. (Financial Accountability) This Standing Rule requires monthly approval of Pacifica's financial reports by the PNB.** The consolidated, station, National Office and PRA financial reports need to include station budgets (and monthly performance and variances); cash flow statement; balance sheet; detailed analysis (including "aging") of accounts payable and accounts receivable. Also, the reports should include projections of significant events. Lastly, the reports should include progress reporting on implementation of recent recommendations from the Auditors' recent Management Letter. To effect an appropriate review, the PNB members must receive these written financial reports no less than 48 hours prior to its monthly meetings. Following periodic approvals as part of this Standing Rule, the Audit Committee will be charged with reviewing the presentations for sufficiency and accuracy.

Effectively executing its fiduciary responsibilities requires the PNB to engage and clearly understand our financial position. Pacifica's Chief Financial Officer will be responsible for providing the monthly reports.

Reports will be reviewed and approved during the first day of the PNB's in person meetings. This schedule will permit the PNB to use the Foundation's financial status as a basis for making plans and taking actions during the remainder of the meeting. These procedures are comparable to those established by most successful nonprofit corporations.

**2. (Strategic Planning) This PNB Standing Rule ensures that it actively engages in the consistent development and implementation of comprehensive strategic planning for the Foundation.** By the PNB's April meeting, the PNB must present and approve a strategic plan that will be reviewed and updated for the July, October and December meetings.

At the PNB December meeting, the PNB will provide an assessment of annual progress on implementing its strategic plan and make recommendations for the next PNB that will be seated in January.

The PNB Executive Committee/Officers will have primary implementation responsibility and will work with staff to undertake the needed work between quarterly meetings. The PNB Vice Chair may be assigned the leadership responsibility and volunteer facilitators may be employed as needed. Additional PNB members may participate in the work of this committee. These steps will be adopted as a Standing Rule. Later, the strategic planning process may become an amendment to the Bylaws.

**3. (Committee Service) Each PNB Board candidate must provide his/her respective LSB, or associated affiliate organization/station, with a statement indicating his/her qualifications for, and reasons for serving on each PNB committee.**

**4. (Ethics Policy)** The Bylaws contain provisions related to Conflicts of Interest (Article Thirteen). Similarly, Pacifica has produced an “Ethics Policy”, which some persons are asked to sign. However, there is no proactive way that Pacifica can ascertain the existence of a conflict of interest or ethics policy violation. To ensure the ability to assure our members that sound ethical policies are implemented, this Standing Rule requires confidential annual disclosures. These procedures will be developed with inputs from the appropriate PNB committees and in collaboration with our General Counsel.

There have been instances of PNB members and Pacifica employees bringing law suits against the Foundation during the course of their active service and employment. On the PNB, plaintiff members appear to have participated in Board negotiations on their cases. While these circumstances may have no ethical implications, we must recognize that many state governments, for profit and nonprofit organizations require confidential annual disclosures so that these entities are less vulnerable to unethical actions or the appearance thereof.

To ensure that the PNB and other persons associated with Pacifica can be confident about the effective implementation of fiduciary responsibilities, the PNB will establish confidential annual disclosure procedures so that all persons associated with Pacifica can avoid any appearance of a conflict of interests

**5. (Financial Expertise)** To protect the interests of Pacifica and Network stations, financial expertise is needed in regard to the station’s budgeting and other financial matters. Therefore, this Standing Rule directs that either the LSB Treasurer and/or the PNB Director identified to serve as the station’s representative on the Pacifica National Finance Committee must be chosen among those individuals having the strongest financial qualifications among the LSB Delegates.

**6. (Pacifica Bylaws Certification)** There is a Bylaws certification indicating the date of August 23, 2003. However, these Bylaws have been amended in July 2007 and September 2008. There is no statement of certification regarding these amendments. The certification by the Secretary in 2003 does not certify the amendments. This Standing Rule directs the Pacifica General Counsel to ensure that a certification of the amendments is provided as part of the Bylaws Certification.

And, the statement of Certification should include the Court Orders that are referenced as “Exhibit A” and “Exhibit B”. The statement indicates that they are made a part of the Certification. If providing these exhibits along with the physical copies of the Bylaws is impractical, there should be a link or other identification of where the documents may be easily accessed without charge.

**Motion: The PNB hereby adopts the above six recommendations as Standing Rules to help Pacifica regain its financial stability, vitality and to achieve network growth.**

**c. Motion by Crosier: Public Criticism of Staff**

(10 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.

- d. Motion by Steinberg: Membership Termination Standing Rule** (10 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.
- e. Motion by Rosenberg: Publicists. *Passed unanimously at KPFA LSB*** (5 Min.)  
 The PNB authorizes acquiring six (6) unpaid publicists within 30 days of the present date to work at each of the five (5) stations and one head Publicist to coordinate at National Office.
- f. Motion by Davis: Membership re: Malice** (10 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.

### XIII. New Business

- a. From: Nwangaza:**  
**MOTION 1: To rescind the motion passed May 12, 2011 regarding the Pacifica Affiliates Task Force** (10 Min.)
- b. From: Nwangaza:**  
**MOTION 2: for a Pacifica Affiliates' – Pacifica Foundation Task Force** (15 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](http://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.

**Confirm Next Meeting Date and whether it's a continuation meeting**

**Adjourn**

\*\*\*\*\*

Appendix B—Executive Director Report

***Executive Director  
Report to the PNB September, 2011 Meeting***

*In a few short weeks, I will have been at Pacifica two years. During my tenure, I have faced many challenges and worked to put out many fires. The position and the organization have proven to be challenging, chaotic, depressing and highly rewarding – sometimes all at the same time. I have spent an inordinate amount of time and energy this year managing legal issues – working to find the right attorneys to move cases forward that have been stagnant for years.*

*In spite of the difficulties, I am excited and challenged to be at Pacifica. There are times when I actually feel a strong sense of a Pacifica network – and I see some incredible teamwork, often under difficult and challenging circumstances. The work that so many of you participated in – spending long hours reading resumes and interviewing candidates – is paying off at KPFA, WPFW and WBAI. I hope we will have similar results at KPFA. And I do believe that despite our very*

*serious problems, we are making progress. I thank all of you for your support, your belief in the mission of Pacifica and your dedication and devotion of time to Pacifica Radio. Pacifica Network can and will be a major media force as we move forward. Our business is radio – and at its core is programming.*

## **Programming**

*I am very proud of the network specials we have done this year – and the efforts by all of our stations to participate. In April we produced two special days of programming: one a nuclear teach-in and the other on labor. The timeliness of these programs was amazing as they were aired shortly after Fukiyama and as the issues in Wisconsin were foremost in listeners' minds. Brian DeShazor did an excellent job of coordinating these two days. Earlier this month we carried President Obama's speech on jobs followed by analysis hosted by Mitch Jeserich and joined by Askia Muhammad live at the Capitol with Barbara Lee and Maxine Waters and featuring analysis by Economist Richard Wolff.*

*On 9-11 we hosted a nine-hour special, "Footprint on America", carried simultaneously by all of our stations and many affiliates. We featured segments from all five stations, the archives and Democracy Now. Verna Avery Brown was the producer. With programming in the Pacifica tradition of covering alternatives to mainstream thinking and news, the day was a respectful and thoughtful tribute ending with two debates and a listener call-in segment. The debates covered both sides of the 9-11 Commission Report and the science of the Twin Towers collapse.*

*As Hurricane Irene was moving up the east coast and appeared to be headed for New York, we learned that WBAI was in the mandatory evacuation zone. After learning that the only way WBAI could stay on the air appeared to be carrying pre-recorded programming, I worked round the clock with Jon Almeleh, the staff at KPFA, and Summer Reese and Cary Harrison to bring live coverage for most of the storm from Los Angeles to WBAI. Cary and Summer recruited and carried an impressive and timely array of guests and hosted calls from WBAI programmers and listeners.*

*Following Irene, we completed a list of emergency contacts for every station that includes management and programming and technical staff. Jon Almeleh is working with staff from all stations to develop emergency plans to keep all stations on the air in the event of an emergency – this includes identifying stations who can produce and feed programming to the tower of a station that may not be able to broadcast from their studios. Andrew Philips is working with the stations to develop contingency plans for programming. Preliminary plans are already in place and final plans will be completed in October.*

*I am particularly proud of the way our stations have covered the "state murder" of Troy Anthony Davis. I recorded two editorials on this travesty of justice, and*

*in the second one, reminded listeners that we have been opposing the death penalty since at least 1959. The archives is producing a premium on the death penalty that stations can offer during membership drives. The archives does produce a premium featuring most of our network specials.*

*As we continue to enhance our network presence and “branding” with national specials, I propose that we carry at least one day of special programming each quarter. I instituted weekly Program Director meetings and they expressed a desire for this. In addition, these meetings give them the opportunity to share information on programming, tips and thank you gifts for membership drives and other topics of common interest. As we move into 2012 we will cover G8 in the spring and the election as it develops, including at least the major conventions. We are working with WMNF on coverage of the Republican convention and will be working with FSRN on G8 and election coverage.*

*I am working with the GMs and the PDs to develop program evaluations and to continue to improve programming to provide better listening to our audience. As our programming improves, we should see increases in listenership. We also need to enhance our PR efforts to better inform our communities about our stations and programming.*

*As progressive individuals and as a progressive organization and radio network, we are facing very difficult obstacles. In the US, progressive voices are marginalized and progressives have a difficult time uniting to achieve common goals. The middle class and poor people are suffering, and except for the very wealthy, people are worried about their jobs and financial stability. The financial instability in our country and the world has had a significant effect on giving to non-profit organizations including Pacifica.*

*Pacifica can and must position to itself to help overcome the chaos. We have the advantage of the airwaves to reach listeners. We must overcome our financial deficits, operate within our income and work creatively to reach more listeners and to provide voice to those who are not often heard.*

## **Finances**

*As we saw in the 2010 audit and management letter, our financial situation is precarious. In order to turn this around, we must keep expenses below income and we must generate revenue to pay outstanding bills. Our first priority is to restore solvency and then begin to move forward. I have been working with the Financial Reform Audit Task Force (FRAT) to develop and implement necessary plans.*

*My plan to move us out of our current fiscal crisis includes:*

- *Operate with expenses less than revenue each year (current year and each fiscal year following). It appears that Pacifica will finish FY 2011 overall with revenues greater than expenses. With permanent GMs at 4 of the 5 stations, the stability of the foundation has increased considerably. I have agreement and cooperation from all 5 stations to cooperate with the CFO and me in close monitoring of revenue and expenses beginning with the first month of the fiscal year. We will also monitor staffing levels and effective distribution of staff.*
- *Continue to work with WPFW as they move out of their deficit position. I am hopeful that they will finish FY 2011 in the black. Relocation of the station will be a major project for FY 2012, including both the financial and physical needs.*
- *Continue the current hiring freeze.*
- *Continue to monitor consultant/contractor/temp employee expenses at every unit.*
- *Continue to work with WBAI to improve their deficit status. We are working to find the best solution to their lease status as it expires in December 2012.*
- *Pay off debt within three years (FY 2012 - 2014).*
- *Work to build a 1-month operating reserve fund at each station. Some stations can work toward this goal immediately, others will continue to pay past due expenses and work toward operating with expense less than revenue.*
- *Pay back Heath Fund account within 3 years (internal transfer).*
- *Improve financial monitoring and reporting. We now have system in place to begin monitoring from the beginning of the Fiscal Year (before the audit is completed).*
- *Provide Great Plains training for Business Managers and National Finance staff. We have signed a contract to begin this training.*
- *Provide Memsys training where needed – for membership or financial staff. We are investigating centralizing the Memsys system and contract for the network. Currently there are different versions of Memsys at different units.*

- *Select an Audit firm to do the FY 2011 audit. This is a function of the Audit Committee and the PNB.*
- *Hire Internal Auditor if funds permit.*
- *Continue to work with stations to improve fulfillment rates on fund drive. WBAI has made significant improvement – from approximately 65% to 78%. KPFA has the best fulfillment rate at approximately 88%.*
  
- *Work with units to institute/expand Major Donor programs. Washington and New York have begun this process. KPFA is working with a consultant on this.*

## **GM Search**

*New GMs are in place in New York, Washington and Los Angeles. They are working with me to overcome obstacles and move both their stations and the network forward.*

*KPFA is searching for a permanent GM.*

## **Human Resources**

*We have been interviewing and getting proposals from Professional Employer Organizations (PEO), Administrative Service Organizations (ASO) and others for the HR services we need. We expect to select a service by the end of October and begin to work together shortly thereafter. We will also be instituting a new payroll service, expected to begin January 1, 2012. We recently signed a contract for Title VII Training.*

## **Technical**

- *All stations are in compliance with Sound Exchange reporting.*
- *I received a call from our technical team early Tuesday morning (around 1:30 am) that the server that housed the Pacifica websites including Audioport and the archives was crashing. Otis and Jon worked all night copying data from the failing drive, but it failed too quickly to retrieve all of the data. By late Tuesday they had restored all of Audioport and on Wednesday restored the [audio.pacificaradioarchives.org](http://audio.pacificaradioarchives.org) website. The Pacifica website needed to be redesigned. I recommend that we make this the time we commit to that opportunity. We need to make lemonade out of the lemons.*
- *Jon Almeleh is chairing a group of “techies” from the network to recommend technical needs and ways that we can either improve our service or effect savings by combining resources.*



- *WBAI was “selected” as a station for ASCAP reporting early this month. Programmers were very diligent in filling out the required logs. John Crigler told us that non-compliance could potentially cost the network as much as \$35,000 a month in fines.*

## ***Legal***

*I have worked with Ricardo, Richard Phelps and our labor and other attorneys on issues regarding lawsuits. My goal is to resolve disputes without resorting to legal action wherever possible. I will report more specific information to the PNB.*

## ***Affiliates and Archives***

*Both the affiliate and archive units are functioning well under the leadership of Ursula and Brian. See their reports in your packet.*

## ***Stations***

*John Hughes, GM of WPFW will give an oral report on the station. You will also hear from the newly elected and past WPFW LSB chairs. In addition, Berthold Reimers, GM of WBAI will be here and Summer has asked him to present his report. See your folder for further reports from the stations.*

*I will report to the PNB on the relocation of WPFW and the expiration of the WBAI studio lease.*

*John Crigler reported that the Goodrich Translator License (KPFT) was approved with lightning speed.*

*Whenever I am at a station, I try to attend any events the station is participating in and to avail myself of the opportunity to mingle with and converse with volunteers including LSB members, listeners and the community.*

*This trip to Washington, I spoke to the International Association of Whistleblowers and assured them of our stations' interest in telling their stories. I also attended a briefing at the Rayburn Office Building where I heard several whistleblowers tell their stories and had the opportunity to talk with them.*

*This evening I attended the dedication of the Zinn Room at the new Busboys and Poets in Hyattsville, MD. I was fortunate to have the opportunity to speak with a number of honored guests as well as many others, including Bernice Johnson Reagon of Sweet Honey in the Rock, Cornell West, Medea Benjamin of Code Pink (who is also my host when I visit Washington), Miriam Wright Edelman, Cindy and Craig Corrie (parents of Rachel), Pat Humphries and Sandy O of Emma's Revolution (Pete Seeger said people will be singing Pat's songs 100 years from now) and Andy Shallal (owner and chair of WPFW Major Donor Campaign) – I participated in phone interviews with most of these people before joining Pacifica. Cornell West thanked me for my efforts with Pacifica and said he would be interested in exploring more programming for Pacifica. WPFW was to broadcast the program tonight, but aired Amy's coverage of the Troy Davis state murder instead. They will broadcast the recorded program at a later date.*

*I left Busboys and Poets to go with Medea to the Supreme Court where we joined a peaceful chant and vigil waiting for the Supreme Court decision on Troy Davis. There were about 150 people in front of the Supreme Court building – a very*

*moving experience. It was difficult to return to my computer to finish this report. However, I am proud of Pacifica's stance on the death penalty over the years, and feel strongly that we must continue the pressure on our lawmakers and the courts.*

*The Zinn Room dedication was deliberately planned for September 21 because it is World Peace Day. It is ironic that the state murder of Troy Davis was also set for today. In addition, it was disturbing to hear Medea talk about their demonstration at the Capitol today – where the World Peace Day exhibit was an exhibit of drones! We must further the Pacifica mission of peace.*

### **Moving Forward**

*The PNB needs to work with the ED, CFO and other national staff to solve problems. We can be most effective if we work as a team. I would like to see the PNB strive to resolve issues and work toward common goals rather than spend so much of their and staff time and energy on in-fighting. Lawsuits take a terrible toll on the foundation, they frequently pit PNB members against one another and waste the foundation's assets.*

*Reasoned dissent is a good thing. I would hate to see a board that just rubber stamped issues. However, once we reach a decision, we need to work as a team. A single board or staff member cannot act to usurp the will of the body. We must also have the courage to “take on” issues that further peace and social justice. We have many bright, committed and courageous board and staff members and we need to encourage their contributions.*

*Depending on how we choose to act, the whole can be more or less than the parts. Let us move forward to contribute to a more sane and just world due to our work with Pacifica Radio.*

*Respectfully submitted,  
Arlene Engelhardt, Executive Director  
Pacifica Foundation  
September 22, 2011*