

PACIFICA FOUNDATION BOARD OF DIRECTORS

MEETING TRANSCRIPT

September 27-28, 1997

**Garden Room, DuPont Plaza Hotel
1500 New Hampshire Avenue
Washington, D.C.**

Saturday, September 27, 1997

BOARD MEMBERS PRESENT:

Mary Frances Berry

Jane Makela

Frank Millspaugh

Alexis Gonzales

Dorothy Nasatir

Michael Palmer

David Acosta

Jack O'Dell

Adrian Zubrin

Cheryl Fabio Bradford

Roberta Brooks

Ralph McNight

Rob Robinson

STAFF MEMBERS PRESENT

Dick Bunce

Lynn Chadwick

Gail Christian

Garland Ganter

Burt Glass

Mark Schubb

Pat Scott

Mary Tilson

Valerie Van Isler

Bessie Wash

P R O C E E D I N G S

MR. O'DELL: On the record.

We are here today to try to lay out an agenda and make everybody comfortable. But it's especially a pleasure for me today to welcome our new Chair, Mary Frances Berry. All of you participated in our search and you know that Mary comes to us with great credentials as author and historian and former chancellor of a great university, University of Colorado, and as chair of the Civil Rights Commission.

I've seen Mary in the trenches this past week, having known her over a number of years and she brings more than just credentials. She brings an abundance of wisdom and a lot of heart. And so I'm reminded of Duke Ellington's words, we love you madly.

[Laughter.]

MR. O'DELL: So, Mary--

CHAIRWOMAN BERRY: Thank you, Jack.

[Applause.]

[Laughter.]

CHAIRWOMAN BERRY: Thank you very much, Jack. I've been trying to learn something about this organization more than what I knew from just listening to some radio over the last few weeks and I'm not sure I've learned a great deal, and I'm still learning.

It is with trepidation that I have decided to become chair of this Board. This is a very complicated organization. It is more complicated than the University of Colorado, I supervised. It is more complicated than \$12 billion worth of federal education programs, it's more complicated than the Commission which I thought was about as complicated as anything can get.

There is so much history that everybody has with each other. In many ways it reminds me of a dysfunctional family that's lived together too long and everybody has ancient grievances and memories about things that somebody did years ago. And it also is an example of what my brother said to me the other day, that in any organization including one he's associated with, the seven words that are the most deadly are, "but we've

always done it that way." And one says that over and over again in this organization. It has major structural problems which I hadn't even thought about until the last few weeks. And I don't know how to solve them, and I don't know how they were created.

There are people of goodwill who want the organization to succeed. It has a great strategic plan, I don't know how much I can contribute to it, I am less sure today that I can contribute anything than I was when I agreed to become the chair of the Board.

I did not take this responsibility on to enhance my reputation.

[Laughter.]

MS. SCOTT: You would be sorely disappointed.

CHAIRWOMAN BERRY: Right. I would like to believe that over the years that I've been in public life my reputation to those at least who know about it is well established. And that I do have a reputation for integrity, for standing on principle, but for being practical and for trying to get along with people and trying to work with what I have that's available to me.

I also do not, though, intend for this organization to destroy my reputation. If it ever appears to me that being associated with this organization is about to destroy my reputation for credibility, for candor, for honesty, for responsibility and integrity, then I will resign. I'm telling you that right now.

If it ever appears to me that most of the people who serve on this board are more interested in posturing, or more interested in issues of what they call power, more interested in being tied to some past that they remember and ten other people than it is to try to serve the interests of disseminating good public affairs programming to people and meeting community needs, and even thinking about how to expand that, then I will resign.

If it ever appears to me that there are not a sufficient number of people on this Board who are willing to try to move this organization forward, I started to say into the 21st Century, but the president is always saying that, so I won't say it--the bridge to the 21st Century--I will resign.

I'm telling you that just so you'll know that if I come one day and say, look, hey, it's not going to work. I've read the materials on the Internet. I've read all the things that people send me on e-mail. I've read all the people fighting over procedural issues and I think that most of the process issues are about people who disagree substantively with the way it has been proposed that the organization try to move forward. And they have a right to their principles just as other people have a right to theirs. But I will stay so long as I think I can do something. And when I don't think I can, and when I think it's going to be counterproductive or destroy, my reputation, then I won't. But for the time being, I will give to it all that I have.

I suppose we then just go through the agenda. I have asked that the meeting be transcribed. And that's why you have these microphones. I am accustomed to running meetings that are transcribed. Half of what I saw on the Internet about what happened at the Board meetings was about who said what, and did somebody say something, and somebody else said something else. So it occurred to me that if we had a transcription of what happened at the Board meeting which was available to us, which we could then put up on our web site and anybody who wants to see what happened at the meeting can see what happened at the meeting. At least those arguments will no longer be necessary, and it won't be necessary for people to come to tape the meetings because they think that somehow they're not going to know. They can save that money. And maybe they can contribute it to the organization. And we'll just move on.

But that's--it's not intended to keep and inhibit the discussion. It's just intended to be a record of what has gone

on here.

Now, what am I supposed to do next, Jack, just go on to the next item?

It says, "Seating of Chair, Seating of"--oh, I have to seat members. That's what I have to do. Thank you Brother Jack.

I think I need a motion to seat by a majority vote the following people at this meeting as at-large representatives for this meeting. And they are Alexis Gonzales, Adrien Zubrin, Dorothy Nasatir, Ralph McKnight, and Michael Palmer.

Could someone move that this be done?

MS. ZURBIN: I move that the chair seat those mentioned.

MS. SCOTT: No, you can't move, you haven't been seated.

MS. ZURBIN: I'm so sorry.

CHAIRWOMAN BERRY: Somebody who is seated.

MR. O'DELL: I move that the chair seat the previously mentioned members.

CHAIRWOMAN BERRY: Need a second?

MS. BROOKS: Second.

CHAIRWOMAN BERRY: All in favor--any discussion?

[No response.]

CHAIRWOMAN BERRY: All in favor indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed?

[No response.]

CHAIRWOMAN BERRY: So ordered.

I also by the provision in the bylaws on page 71 it states that in order to be elected a member must receive the nomination and vote of a majority of the station boards which he/she represents.

Ms. Fabio--Fabio Bradford, having been duly elected by a majority vote of the station boards which he/she represents, it is my understanding is to be welcomed as a member of this Board.

If my understanding is incorrect someone could please object. But my understanding is that she is elected when she is elected by a majority vote of the station boards which she represents.

Yes?

MR. O'DELL: The Station Board's vote has the effect of nominating a candidate to the governing board and we must now vote to elect her to the Board at the meeting.

CHAIRWOMAN BERRY: Well, one of the things I am going to be a stickler about so long as I am chair is following the procedure. There is nothing in this procedure that I am looking at--now, if someone can cite to me another procedure, I would be willing to do it. But this bylaw says that a member must receive the nomination and vote of the majority of the station boards which she represents unless such member is classified as an at-large member in which event she must be elected by a two-third vote of the board of directors for the foundation voting by secret ballot. And so I don't know whether the intention was to say the person had to be voted on again, or not, but it doesn't say that.

MR. O'DELL: In order to be elected they must be nominated by a majority vote.

CHAIRWOMAN BERRY: No it does not say that. Read on page 71. "She must receive the nomination and vote of a majority of the station boards which she represents."

Yes?

MS. BROOKS: The bylaw change that has been under so much discussion in the previous meeting was the reason why it was tabled at the last meeting was because the Pacifica attorney suggested that we separate out the nomination from the election.

Now, you know, there was a move in the last committee that didn't--you know, without this final change, but that particular part of it we probably ought to consider adopting because he felt that it was just as you have found out, misleading and unclear. So he wanted us to separate our nominations from elections.

CHAIRWOMAN BERRY: Well, for purposes of moving the meeting along, since I would assume that there is no objection to her being here, if you want to vote on it, you can. I'm assuming everybody would vote that it's fine.

But it is my understanding that she does not have to be voted on unless somebody--and somebody needs to look at this language. And I don't know who the somebody is. When I say "somebody", who is the somebody I'm talking about that will look at this language and clarify it.

MS. BROOKS: The attorney has looked at it and felt that it needed clarification, and that was appropriate in this bylaw change. And if we don't adopt this bylaw change, we do need to incorporate that.

CHAIRWOMAN BERRY: The attorney has already looked at it and made that recommendation to us as simply saying that it was unclear.

MS. MAKELA: Regardless of whether we need to or not, I would like to recommend that we elect our newest representative since everyone else in my five-year experience has been elected to the Board.

CHAIRWOMAN BERRY: Well, would you be willing to change your motion to say, without regard to whether or not it is a required procedure, for the time being you would like to move the following?

MS. MAKELA: Yes.

CHAIRWOMAN BERRY: Okay. All in favor indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: And this has to be clarified, because there may be an occasion, not this occasion, in

which someone will be sent here by a station board and this Board may decide they don't want them. And if this Board is not supposed to vote on them and the Board then does, then you've got a problem. So this is not a matter that is to be taken lightly.

Okay. The other is to acknowledge--what page is the page that the alternates are on?

MS. SCOTT: Page 70.

CHAIRWOMAN BERRY: Page 75 or 70 what, 73. The governing board shall be taken by the elected directors or their seated alternate.

For this meeting Rob Robinson has been selected by the WPFW station board to be an alternate for Ken Ford who is not present. Is there any approach you've taken in the past to doing something more about that that I'm unaware of?

I'm simply reading the language on page 73 and it has no procedure connected to it. So I would simply acknowledge his presence unless there's--

Yes?

MR. MILLSPAUGH: I would be glad to move that if that is what is being--

NOT KNOWN: And I would second that.

CHAIRWOMAN BERRY: But if you are going to do so, I wish you would put the same language in that was put in by June on the previous motion because there's nothing in the procedure that says the person has to be elected. And we've got to have this clarified because in the event, Frank, that someone else comes again and we decide we don't want to seat them as an alternate, then what do we do then? Okay.

MR. MILLSPAUGH: Well, let's put it this way, whether--

CHAIRWOMAN BERRY: Whether or not--

MR. MILLSPAUGH: --whether or not it is required--

[Laughter.]

MR. MILLSPAUGH: --I am happy to move the acceptance of this gentleman as an alternate for the purposes of this meeting.

CHAIRWOMAN BERRY: Okay.

NOT KNOWN: Second.

CHAIRWOMAN BERRY: Okay. Any discussion?

[No response.]

CHAIRWOMAN BERRY: All in favor indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed?

[No response.]

CHAIRWOMAN BERRY: So ordered.

And someone, the someone whoever that someone is, the lawyer or whoever it is--

Yes?

MS. MAKELA: May I make a recommendation?

CHAIRWOMAN BERRY: Yes.

MS. MAKELA: The secretary of the Board be charged with contacting our lawyer to get--and working through language that can then be presented to the executive committee before the next meeting, you know, clarifying the bylaws of this whole election question and then we can vote on it.

CHAIRWOMAN BERRY: All right. Is it the sense of the Board that you intended for this to be a separate nomination and election process?

MS. MAKELA: Yes.

CHAIRWOMAN BERRY: But that was your intent? It just didn't get written right.

MS. MAKELA: It was an intention and practice.

CHAIRWOMAN BERRY: Okay.

MS. MAKELA: Correct.

CHAIRWOMAN BERRY: And what is your intent about the question of alternates? The same intent?

MS. MAKELA: Uh-huh.

CHAIRWOMAN BERRY: So that the lawyer knows what he's writing?

MR. O'DELL: The intent has always been that the Board had the right to keep or reject anyone that was sent here.

CHAIRWOMAN BERRY: All right. So that means that the lawyer will be guided by that and the secretary.

MS. BROOKS: May I ask, is it also the intent that the alternates will act or that--let me tell you why this has come up. Because there's been so much going on and many changes especially in this area, a lot of times, you know, a board member that is not able to attend, there's been progress, there have been committee meetings and then the person who has been active all along isn't there and all of a sudden another person comes and then goes to the--you know, takes actions and they really don't have any background. So that's why there was a discussion about alternates. But it was not resolved.

Some of us thought we had feelings about it, but there wasn't a resolution by the Board. So that may be something--

CHAIRWOMAN BERRY: Well, the way the bylaws currently stand, there is an alternate and there is provision for one.

MS. BROOKS: Right.

CHAIRWOMAN BERRY: And the understanding is that the alternate does whatever the person does who they are alternating with.

But there's no provision there for the election of the person by the Board once the person has been elected by the station board--I mean the LAB which is what we're talking about here. That question is--the one that you raised, Roberta, is a larger question. That is, what can alternates do?

MS. BROOKS: Right.

CHAIRWOMAN BERRY: I'm assuming they can do whatever the people do who they are alternating for unless there is some wisdom to the contrary. That's what everybody is shaking and nodding their heads.

MS. BROOKS: That's always been done.

[Laughter.]

CHAIRWOMAN BERRY: But we've always done that.

[Laughter.]

MS. MAKELA: I think this is something that should go to the board development committee, you know, and then come out as a recommendation.

CHAIRWOMAN BERRY: Executive director.

MS. SCOTT: If you look on page 72 of your Board book, the proposed language for the bylaw amendment, all directors will be seated with a two-thirds vote of the governing board of the foundation which is the first part of that bylaw change. This was what was recommended by--

MS. BROOKS: That's the old language.

MS. SCOTT: Okay. Then it says, all directors, then it's the current language.

MS. BROOKS: No, it's not the current language.

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Now, what, this language has no date by it. Now, I'm getting hopelessly confused.

MS. SCOTT: I am too.

CHAIRWOMAN BERRY: Can we simply--

MS. TILSON: May I clarify?

CHAIRWOMAN BERRY: Yes.

MS. TILSON: The language in your book is the language that was proposed by the Board and turned down at the last meeting.

CHAIRWOMAN BERRY: Okay.

MS. TILSON: The language at the beginning is what's proposed for this meeting.

CHAIRWOMAN BERRY: So we will refer the question of clarifying this--these matters consistent with the Board's view which is that there will be in a separate nomination election and the alternate for the time being, unless it's changed, does whatever the other person does.

Yes?

MS. BRADFORD: Could the LAB representative be accepted or rejected prior to the Board meeting? You know-

CHAIRWOMAN BERRY: Accepted or rejected.

[Simultaneous conversation.]

MS. BRADFORD: Say it again?

MR. O'DELL: No one has ever been rejected.

MS. BRADFORD: Yeah, but I think that in getting on an airplane and coming here I should know whether or not-

[Laughter.]

CHAIRWOMAN BERRY: You've been rejected, huh? That's a good question. They should think about that, too, whether there are some timing problems here.

MS. MAKELA: Well, we've had discussions in the past that nominations--we actually have codified something, but I don't have it in front of me, so I can't refer to a page. But because of exactly that the LABs were requested to get nomination in earlier. There was actually a number of days in advance, and then the secretary was to receive them. There was a whole procedure to make sure that the Board would be in compliance with, you know, the balance, et cetera, et cetera.

MS. BRADFORD: I think in our experience we only assume because I got a Federal Express package that maybe--

[Laughter.]

MS. BRADFORD: --I should get on a plane.

CHAIRWOMAN BERRY: Yes, you should get on the plane, but it's just that they're saying that they could have rejected you once you got here. And I'm saying that that's very fuzzy and problematic under the pages.

MS. BRADFORD: Prior to me getting here you could reject. Anyway--

CHAIRWOMAN BERRY: Well, they should--

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Could the secretary and the lawyer--could the secretary and the lawyer take this matter up and that's the Board Development Committee, I guess.

The agenda. Could we have--could I get a motion to approve the agenda for this meeting?

MR. McKNIGHT: So move.

MS. MAKELA: Second.

CHAIRWOMAN BERRY: The only discussion that I have, somebody else may have something. I do have a query about the use of stationery by the community advisory boards or LABs which I assume I can discuss under one of the other committee discussions without having it be a separate item on the agenda. But I'm just simply telling you that I do intend to raise that probably under Board development or something like that.

Does anyone else have anything else they would like to either add to the agenda or something that they feel they want to change? If not, all in favor of the agenda indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed.

[No response.]

CHAIRWOMAN BERRY: So ordered.

A motion to approve the minutes 6/97, could I get a motion?

MR. McKNIGHT: So moved.

MS. MAKELA: Second.

CHAIRWOMAN BERRY: Any discussion, changes?

[No response.]

CHAIRWOMAN BERRY: All those in favor indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed.

[No response.]

CHAIRWOMAN BERRY: Okay. Now, we go to the executive director's report.

MS. SCOTT: As Jack O'Dell has eloquently already introduced Dr. Berry, but I would like to welcome her on behalf of the staff at Pacifica who can stand back there and welcome her.

[Applause.]

CHAIRWOMAN BERRY: Thank you, staff. Thank you, thank you very much. Appreciate it.

MS. SCOTT: As part of the strategic plan one of the things that we've been doing over the past year and will continue in the future is to improve our infrastructure. We have had radio stations that did not have mics that worked, did not have studios that were functioning. In one case you could hear the toilet flushing from the on-air studio. So we have made some serious improvements in the infrastructure, the technical infrastructure of Pacifica and will continue to do so.

Currently almost all tape machines and material for tape machines is available in the new format which is digital. Currently almost all equipment at Pacifica stations is analog. So part of our strategic plan in dealing with our technical infrastructure is to change that situation.

At WBAI we are moving and building new studios. KPFA moved several years ago and has a new building which right now also needs some serious improvements. KPFK under the able leadership of Mark Shubb has really moved from being a dump where nothing worked to being a serious community radio station now, not that it doesn't have its problems, but currently things work there. The bigger problem there is that the transmitter is in serious disrepair and could go off the air at any time. It requires a \$150,000 investment in order to change that dynamic.

We are taking the chance at this point that it will not go off the air while we do some fundraising, while we move with this 50th anniversary campaign so that we can support what needs to happen at that signal area.

WPFW moved several years ago. We did a bare bones construction project for studios and for office facilities mainly because we only had the money to do what we did. We have a lease at that station and hopefully we'll be able by the time that lease is over with some organization and a capital fund drive in the Washington area to be able to move those studios into a larger facility that can take--that can really take care of the needs of the national staff and national production unit as well as the radio station WPFW.

We are also looking at KPFT which is the rattyist of all our stations in the Houston area which barely has the facilities to broadcast on a daily basis. Garland has worked to be sure that it's functional in terms of being able to broadcast, but that will be our next serious project in terms of trying to rebuild that space or sell it and secure a new space and rebuild the office and broadcast facilities. We are also involved in all our radio stations with labor negotiations except for our two stations that do not have unions which is WPFW and KPFT.

We have very gladly signed a contract with Communication Workers of America. It was a very good process. It was a process that was a very short process. And the contract has been ratified by the staff at KPFA. It includes over a three-year period of time a 10 percent increase--10.3 percent increase and also takes care of benefits that have been traditional at that station. So there was no killing of any of that.

We are currently involved in union negotiations, however, at WBAI which is on hold because we have a National Labor Relations Board appeal pending on whether volunteers should be in the bargaining unit.

We also have protracted labor negotiations going on at radio station in Los Angeles, KPFK. I have started these negotiations, have moved into dealing with these negotiations with a labor attorney. Mark Schubb who has been negotiating this contract for the past 18 months has found that his time in trying to run the station has been seriously eroded because of the amount of time he spends negotiating these contracts. So I will be negotiating this contract from now on so that Mark can really pay attention to building the station in Los Angeles.

We are currently in negotiations with AFTRA which represents our national production unit. Those negotiations are going well, and we hope to have a contract by the end of this week--by the end of next week.

The WBAI move which most of you are aware of is really something that's necessary. They're in a building that they've been in for 25 years as a temporary quarters. The building committee and Valerie the manager--Valerie Van Isler, the manager of WBAI and I have been looking at how we can move this. And we were really very lucky to find space in a building that has been reserved for a nonprofit organizations. Even though it has the--it is unfortunate enough to be located at 120 Wall Street. It is in the same building with the National Urban League, with the Ms. Foundation, there are 12,000 square feet. And because the landlord and the city, when Wall Street was having serious problems finding tenants, made an agreement to essentially take care of the taxes and to have reduced rates for non- profits.

So currently we are spending \$23 a square foot for space at the current location of WBAI. The new rate will be \$16.74 and we will essentially get for that space probably-- I don't, if you look at the real square footage, you'll probably get double the operational space that we had before and we will essentially be spending only \$20,000 more than we are currently spending, and probably a lot less had we renegotiated space in the current location.

We are also fortunate enough to be able to get a loan from the current landlord. And as well to get almost a half a million dollars in build out costs from that landlord. So that essentially this building project will be bare bones, as usual, hopefully the WBAI community can raise enough money to take care of the better than basics. And we will focus our attention on building really quality radio broadcast studios. And if we have to put hollow-core doors on the top of file cabinets for the office space, that's what we will do in order to keep in budget.

The foundation has no money to have overruns in costs on this project and WBAI has agreed to help raise capital funds to complete this project in a way that would make this a comfortable space for the staff at WBAI.

Frank?

MR. MILLSPAUGH: Yes, I just wanted you to know that at the last local board meeting the members present and voting voted unanimously in support of this move with a great deal of enthusiasm and relief, and I will put their resolution into the record.

MS. SCOTT: Thank you, Frank.

CHAIRWOMAN BERRY: Without objection, so ordered.

MR. MILLSPAUGH: Without objection.

CHAIRWOMAN BERRY: I have to say that.

MR. MILLSPAUGH: That's okay.

[Laughter.]

MS. SCOTT: On the personnel front there continues to be a search for a permanent general manager at KPFA. As most of you know the manager at KPFA, Marci Lockwood resigned and Lynn Chadwick has been the acting manager. Lynn, would you stand up, please?

And Lynn has been doing a credible--incredible job.

[Laughter.]

MS. SCOTT: An incredible job especially as acting manager at KPFA. She is well regarded by the staff and she works well with the national staff. And she has gone through what is really difficult for permanent manager to do, she's made some serious decisions about the budgeting process. We have had to lay off staff because of

lack of income. And it was done in a way that leaves all parties feeling not injured.

CHAIRWOMAN BERRY: Next show the people that got laid off.

MS. SCOTT: So I really want to commend Lynn for the job she's done in addition to keeping her regular job as the president of the National Federation of Community Broadcasters.

[Applause.]

MS. BROOKS: Here, here.

MS. SCOTT: On the national front, as you well know Pacifica radio has been targeted for defunding by the conservative members of Congress during the annual budget appropriations process. This year, however, opponents of public radio in the House or Representatives opted to attack CPB of the Corporation for Public Broadcasting overall funding without specifically targeting Pacifica.

MS. BROOKS: Here, here.

CHAIRWOMAN BERRY: That's right.

MS. SCOTT: Not that we are completely safe from this, but it is a positive signal that Pacifica has not been named as yet. Pacifica at CPB has had warm support for what we are trying to do as an organization from the staff at CPB.

The problem, however, comes in the fact that CPB's board of directors turns over on a regular basis. They have no history with Pacifica and the role that Pacifica has played. And sometimes fall into the hands of the critics of Pacifica without actually knowing what's going on here.

And that's the end of my report.

CHAIRWOMAN BERRY: Does anyone have any--thank you, executive director. Does any board member have any questions for the executive director? Or comments, or--

MR. PALMER: So what are we doing to ensure that we're familiar with the people that _____ (unintelligible) their membership?

MS. SCOTT: We actually don't have any role in that. When Pacifica was charged with having closed meetings by the Inspector General, the current board was--it was Alan Sagner who was the chair and several other political appointees that made up the CPB Board.

Jack O'Dell and I went to speak with them to counter those accusations. And CPB did not confirm that Inspection General's report. But we have had very little impact on who the members of CPB will be.

MR. PALMER: I think it will be more customer relations as they change. Of course, they're familiar with the--

MS. SCOTT: Well, I maintain a regular relationship with different people on the Board and I maintain a constant relationship with the staff at CPB because finally those are the ones that do make a big difference on how Pacifica is treated.

CHAIRWOMAN BERRY: That was Mr. Michael Palmer speaking, for the reporter's benefit.

Anyone else have a comment or a question on the executive director's report?

MR. O'DELL: May I say something?

CHAIRWOMAN BERRY: Yes, Mr. O'Dell?

MR. O'DELL: Pat, would you mind just commenting on the overall financial situation?

MS. SCOTT: The overall financial situation for Pacifica is that we have had increases this year, percentage increase of almost 9 percent in listener support. The other side of that, however, is that our expenses have gone up more than that.

We are essentially trying to, as I said earlier in my report, to build a technical infrastructure as well as-- and this is primary--develop programming. I know that a lot of the criticism has come relative to the national versus local programming, and I want to say for the record that Pacifica is still primarily interested in local program at the local station level. Part of our strategic plan was how we could pool our resources and produce national programming that all of the stations could use so that we were not repeating over, and over, and over again what was happening on a local level in terms of production and so that we could do it all at one time. Let me give you an example.

We would do a program--Noam Chomsky is speaking and we would have ten different people at Pacifica stations call him. And while sometimes that still happens, at least we have national production so that we can deal with this issue so that we know that we are interviewing Noam Chomsky that is going to be broadcast on the news or on Democracy Now, or on the Larry Bensky Show or someplace. And so we are coordinating those efforts more than ever. Though we're still getting some criticism about having duplications during the day.

So that is critical in terms of what our financial situation looks like. This year, going into this budgeting process which we will deal with later in this Board meeting, we are looking at still not having enough income to support our larger vision which is why the discussion has taken place in committee on how to move the organization forward with the 50th anniversary campaign and bring more resources to the organization so that we can move on, so that we can produce quality programming at a national and at a local level.

And we have all talked about the nature of that programming that it is cultural programming and that it is public affairs and news that brings issues that don't get discussed on other media to the floor. Interviews and talks to people that you normally don't talk to or you don't hear on the major media sources and that we analyze and have discussions with people in our communities about how this impacts and affects them. So that is the focus of the work that we're trying to do in Pacifica and it requires a lot more resources than we currently have.

CHAIRWOMAN BERRY: Okay. Any other? Yes?

MS. BRADFORD: I have one question. Between this document and something I was handed yesterday I got one suggested that the listener--there was an increase in listeners. The other one suggested that there was a slight fall back I think generally around the stations. And so I just wondered if you had anything to say about that?

MS. SCOTT: There's a general increase in listenership across the network. But it does rise and fall during different periods of time. But we have seen over the past few years a steady rise in listenership. And for all--and all indications are that people are really pleased with the national programming, pleased with a lot of the local programming and also that we still have a long way to go.

CHAIRWOMAN BERRY: But isn't it the case that some stations have had a decline? Or have they all had an increase at the same rate?

MS. SCOTT: No, generally across Pacifica there is an increase. But some stations have had a decline.

CHAIRWOMAN BERRY: Maybe that's what--

MS. SCOTT: Yeah. But generally it goes up and down, so you can't say, for instance KPFT has had a decline, but KPFT does rise and fall and that is one of the issues that we're looking at KPFT particularly in the areas since KPFT is our poorest station. It has fewer resources and a smaller staff. And so we're looking at, and Garland will talk about how--what his plans are for dealing with trying to get some local news coverage, because it's impossible to do without resources.

CHAIRWOMAN BERRY: Anyone else? Ms. Brooks, you had your hand up, did you decide you weren't interested in saying anything? Like the students in my class.

[Laughter.]

MS. BROOKS: I think not at this--it is a little strong--

[Laughter.]

CHAIRWOMAN BERRY: Any other comments, questions on the executive director's report?

[No response.]

CHAIRWOMAN BERRY: Okay. Could I have a motion to accept--it says here, "accept or approve". Now, which one are we doing? Accepting or approving?

MR. PALMER: Accepting.

CHAIRWOMAN BERRY: Accepting the executive director's report.

MR. PALMER: So moved.

CHAIRWOMAN BERRY: Could I get a second?

VOICE: Second.

CHAIRWOMAN BERRY: All in favor? Any discussion?

[No response.]

CHAIRWOMAN BERRY: All in favor indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed.

[No response.]

CHAIRWOMAN BERRY: So ordered.

The next item on the agenda is the 50th anniversary report. Who is carrying that discussion forward?

MS. BROOKS: Am I?

MS. SCOTT: You are.

MS. BROOKS: Oh, my goodness.

CHAIRWOMAN BERRY: Ms. Brooks is carrying that discussion forward.

MS. BROOKS: What I didn't do was go over it before. So hold on a moment.

CHAIRWOMAN BERRY: Yes, Mr. O'Dell is asking to be recognized.

MR. O'DELL: Maybe it would be good for us to take a five-minute break.

CHAIRWOMAN BERRY: Do you need some preparation time, ma'am? We're a little ahead on the agenda, so we could do that.

We will recess for five minutes while Ms. Brooks--

[Recess]

CHAIRWOMAN BERRY: On the record.

Okay. Ms. Brooks, why don't you proceed with the 50th anniversary report.

MS. BROOKS: First of all, thank you for your indulgence. I had expected a break--

We had our first 50th Anniversary Committee meeting last night. And we--Dick made a presentation to us as a whole and then we had discussion and ideas. We had essentially broken the first presentations into tasks and the resources. The tasks that have to be done in the near future are development objectives which will be formulated by the results of each of the six units of the strategic plan.

So those of you that are involved in strategic planning in your own units, the reason why we're doing this is to ascertain how much money we really do need to raise to bring all the stations and all the units into the 21st Century, if we can say that, and, you know, to fulfill what Pat articulated as a need.

The second is to develop feasibility studies in the five cities and at the national level, to establish a gift chart that will be determined by the amount of money that it is decided we need and then we develop a pyramid. The largest gift is normally about 10 percent of the goal.

Then prospects which again is related to this gift chart, who are--who and what are the entities that we will go to for gifts.

Cultivation and marketing plan which would again be based on the feasibility studies, the gift chart for prospects and communicated--and this would be communicated to the general prospects. There are various other things, the sequential solicitation plan, time table, acknowledgment, collection, how long, over what period of time we will be collecting the money. These are things that will be decided later on.

What we see as the resources are, we're hoping that it will be approved later in this meeting, either today or tomorrow, I don't know when, a proposal for \$150,000 from the SCA for launching this project which will cover some of the tasks that are outlined a little bit further on.

We also considered resources of the staff. Dick Bunce will be involved with this, but he will be working with a person that we will hire. We consider the Board a resource which is one of the reasons why we feel a need to

expand and further develop this forum.

And promotional aspects and infrastructure we will have--and I will talk about that a little further on.

What was a little sobering for Dick was a meeting that he had in Tucson with all the development staff and the general manager's where there was enthusiastic response on the part of everybody who had been part of the strategic plan to have a 50th anniversary campaign but--and willingness to be a part of it, but they really felt that they had no serious resources to do the work at the local levels of any of the units.

We originally had hoped maybe each staff would have it's own person handling the 50th anniversary campaign. It became quite clear from that meeting that there was not going to be the resource at each station to do that. So that's why we have kind of, you know, shifted the scope just a little bit into probably being more of a nationally- directed project.

But there's tremendous enthusiasm for this naturally enough since most of the money is going to--all of money is going to go to the units. There is enthusiasm and everybody wants it to be done, but what we had hoped was going to happen, where a lot of this would actually originate from the station, is not going to happen.

So, we decided that we will--we have asked for approval for \$150,000. That will include hiring a national person who will work with each of the units to help define this--you know, finalize the strategic plans and put those all together into the formulation of goals and objectives for the campaign. Launch and lead feasibility studies in the six unit areas, I'll say five station areas and then a whole overview. And all of the steps that we have talked about, actually early objectives, feasibility studies, gift charts, cultivating prospects, et cetera, the first year's activities will be funded in that way.

There will be a 50 anniversary committee which will provisionally work with Dick to select the director. We want to solicit from this entire board names and prospects for people who might fit this category--you know, fit this job description which will be further developed by Dick.

The Board will be involved in the early side of the project--leadership, and presentations to individuals and foundations or whoever we go to and help with our gifts. There will be this on-board component and then there will also be eventually development of an off-board 50th anniversary committee and, again, we want you all to start brainstorming, coming up with names of people that, you know, live in your own area that you know that would be both, honorary people on our 50th anniversary committee and hands-on people.

There will also be promotional assets--part of our assets are in national programs, you know, in archives, we'll be developing themes and programmatic historical spots, probably a logo of some kind, perhaps a set of CDs and tapes from the archives, a traveling archive that might be videotaped, but probably a perspective of some of the experiences that we have had with Pacifica in the last 50 years.

So that's it. The 150,000 will launch the first year activities of the 50th anniversary. We really encourage people to start thinking about a person or persons to do this, a person to be hired, and then additional names.

We're assuming we'll get the \$150,000 from the Board. We have set the date of Thanksgiving for the strategic plan to be completed from all the units, so those of you on the Board, please, you know, or if you have any-- or if you're working with your general managers, make sure that this gets accomplished from all units because that's the information we're going to need to develop the goals.

The national search will start as soon as possible. Again, I repeat, please send names of any major fund-raisers that you know, or fundraising--with fundraising experience. And this committee will work with Dick on the selection of this person and we hope to have that person hired by the executive director by the end of this year.

And finally the 50th anniversary Committee. When we ask you to think of names of people to be on this committee, we want you to be expansive and think of the areas that Pacifica has actually worked in.

There's a whole free-speech area. Pacifica has led the battle in the courts on many occasions for free speech. They led the battle for the National Endowment of the Arts' struggles with Congress. There are obviously other radio networks, the whole social justice, the whole civil rights movement, in any of those areas that you can think of are people that we should be getting to be a part of this, what should be an extraordinary celebration of this work of Pacifica.

So, any questions?

CHAIRWOMAN BERRY: Does any member have any questions?

[No response.]

CHAIRWOMAN BERRY: Well, until a member has a question, my understanding is that for a person who will be hired to do this work. There will be a search and there will be consultation with the committee that you're on?

MS. BROOKS: Yes.

CHAIRWOMAN BERRY: You didn't say that.

MS. BROOKS: I didn't?

CHAIRWOMAN BERRY: No. Unless--

[Simultaneous conversation.]

CHAIRWOMAN BERRY: No, no, no, that there would be consultation--

MS. BROOKS: The 50th Anniversary committee will work with staff to make the selection and have the executive director make the hire at the end of the year.

CHAIRWOMAN BERRY: Okay. So the committee will consult about that. Okay.

MS. BROOKS: The 50th anniversary Committee is on this Board.

CHAIRWOMAN BERRY: Right. And the other point I wanted to make, it's my understanding from other boards I've been on that when you have a major fundraising campaign that for the first large amounts of money, that's raised before it goes public, is that the Board itself is expected to make a contribution. And in the case of this organization, I guess, the local advisory board members would too, along with some significant gifts from some other major donor before the campaign actually goes public.

MS. BROOKS: Right.

CHAIRWOMAN BERRY: Would that understanding pertain with this board?

MS. BROOKS: Yes. I think so. First of all we probably won't go public until April of '99. Actually public.

CHAIRWOMAN BERRY: '98 or '99?

MS. BROOKS: '99. The year will go from April of '99 to April of 2000. But, yes, I'm glad you brought that up because this isn't something we discussed last night, but we did this on another occasion when we had launched the national program endowment which was not met with enormous success, but we did at that time get from every member of this board a contribution of whatever size. Because it was very helpful for Dick who was going to the foundations to be able to see our Board has financially supported this. And I think you're absolutely right. We would expect that for this board and the committee would be following up with board members to that extent.

And, also, I think you're right that since there is a component for local advisory boards that it would be important to be able to say to people that we're going to, that, yes, we do have financial support from everyone at our local advisory boards.

CHAIRWOMAN BERRY: And is it too early for board members to suggest things that they think ought to be added as major items for consideration as to targets for gift-giving? That is the goals of the--for example, if somebody thinks that the network should be trying to obtain enough money to expand, say, to Atlanta, I just picked that out instead of Nashville where I'm from--Atlanta. Or that it should expand to Boston, I'm just making, you know, anyplace like that, or would something like that be--instead of simply just strengthening the existing stations, which ought to be done, but to have other kinds of targets. Or, for example, to say that consistent with the articles of incorporation resources ought to be raised to try to make sure that educational programs could be carried out at the station for community people. I'm just making these suggestions.

MS. BROOKS: Yes, I think that those kinds of ideas are really excellent. Because, as I said, there's the signal area strategic plan and then there is a national overview and that would be where I would think expansion to another single area would be extremely appropriate.

CHAIRWOMAN BERRY: Uh-huh.

MS. BROOKS: We've always kind of dreamed, you know, of having some station in the south--having a station other than--

MR. PALMER: This is the third time that Houston is getting ribbed in this meeting.

[Laughter.]

MR. PALMER: --the poorest, and all that other stuff, I mean--

[Laughter.]

[Simultaneous conversation.]

MS. BROOKS: And also Chicago was one that we've often thought about. We really don't have--

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Is Houston in the south or southwest?

MR. PALMER: Deep in the south.

CHAIRWOMAN BERRY: In the south--

[Simultaneous conversation.]

MR. PALMER: Straddling the southwest, too.

[Simultaneous conversation.]

MR. PALMER: There are no tumbleweeds in Houston.

[Laughter.]

[Simultaneous conversation.]

CHAIRWOMAN BERRY: In the southeast.

MR. PALMER: Southeast, yeah.

MS. BROOKS: Southeast and then one in the center of the country. So I think that that's very appropriate to be included. And I also think your other point about targeting a particular programmatic area will be very appropriate.

MR. PALMER: I have a question, it's coming more from my professional background. And I don't know if it's appropriate or not, but aren't there people that go out and tap philanthropic organizations for people to contribute the seed money that we could say, you do the job, you get this pay, whatever that number is. And we could tap from now, you know, that we wouldn't be maybe having to allocate precious resources--

[Simultaneous conversation.]

MS. BROOKS: We have to talk about that. One of the things that we were thinking about that we haven't tapped that we thought might be available, and Frank might want to speak to this a little bit, is NEA and then also say Councils on the Arts. Every state has a Council on the Arts and they do have a pot of money to do this kind of infrastructure building.

So those were some ideas we discussed last night.

MR. PALMER: I'm thinking about in my fair city of Houston, Texas there are individuals that just have the right cause, they just do it. And their percentage, I'm sure they contribute back in the program, but they know the right people to talk to. And I'm just thinking from a business point of view about this thing of saying, this is what we're thinking of doing. There's two or three people that could probably say, these individuals or this--this foundation would be glad to get behind us and to be seen.

And I'm thinking just for the expediency of finding out the validity of doing something.

[Simultaneous conversation.]

CHAIRWOMAN BERRY: There are two questions being asked--two separate questions. And I think the first question, Ms. Brooks was asking Mr. Millspaugh--Frank Millspaugh to answer which related to the discussion and the committee about the Arts and Humanities Council. I think that's what you were being asked to comment on, but the second question was about whether there's some different way to fund-raise in terms of early, in terms of identifying people who are philanthropists and the like.

Let me recognize you first because your hand was up first. And then we'll see--

MR. MILLSPAUGH: Well, I'll speak to that--

CHAIRWOMAN BERRY: Speak to whatever you like.

MR. MILLSPAUGH: I did raise the possibility that we have never tried to go to the National Endowment for the Arts which does have a long lead time. What that means is the time you start with is right now, and that shorter lead times that are often more accessible are the state councils of the arts. And radio is considered, in their view as an art. And so therefore radio, per se, is considered an art form. So I think those would be good prospects to immediately start researching and making contacts with. I think that each of the managers and certainly in New York, the manager, I believe, already is familiar with some of the state council people, but I'd be glad to, if not, to introduce her to the ones that affect our area. And I'm sure that's true in each state.

To speak to the other issue, if I may briefly, about fund-raisers working on a commission from what they raised. According to the National Society of Fundraising Executives and Council this is considered unethical and you want to be very careful of anyone who purports to do that for many reasons which are obvious; inflated expenses, inflated revenues against the expenses which result in the highest possible percentage to the person. It's considered ethical to take a specific percent fee for your work and so that all of the revenue generated above that goes to the charitable enterprise.

CHAIRWOMAN BERRY: Michael, did that relate to what you were saying or not?

MR. PALMER: Well, I think I heard what he said which was that there just has to be a fee identified as opposed to a commission.

MR. MILLSPAUGH: That's correct.

MR. PALMER: A commission, a fee, to me it's the same thing because that's what you call it in my business, a commission. Or a fee depending on the size of the--

MR. MILLSPAUGH: Well, I didn't know for sure whether you meant commission in terms of a fee or in terms of a percent. If you meant in terms of percents, then that's considered unethical and you would want to really be--you want to really scope anybody that offered to do that.

If you mean by a prenegotiated fee, then absolutely that's a completely legal and customary thing to do. But I would defer, I think, to Dick's judgment as to whether that was the best route to go or to hire the in-house person and have them perform that function.

CHAIRWOMAN BERRY: Well, I don't know what business you're in, do you want to proceed, Micheal, to respond to that?

MR. PALMER: Well, I understand about the fee part. But that still didn't get to my question which is, are there people that do this?

MR. MILLSPAUGH: Oh, yes. I use--

[Simultaneous conversation.]

MR. PALMER: I mean, if we don't have to front money, then--I mean, that's the question, do we have--

CHAIRWOMAN BERRY: You have to front money.

[Simultaneous conversation.]

CHAIRWOMAN BERRY: No, no, no. To raise money without--

[Simultaneous conversation.]

CHAIRWOMAN BERRY: There are people who raise money who we could get to raise money without us having to have outlays from the funds of the foundation to begin with; is that what you're saying?

MR. MILLSPAUGH: Not to my knowledge. I always order a fee up front and then something periodically, monthly or quarterly thereafter.

MS. BROOKS: Do you have any comment on this, Dick? Could we ask Mr. Bunce to comment on this?

CHAIRWOMAN BERRY: I guess. Yes, you're recognized.

MR. BUNCE: Just briefly. You know, there are no guarantees in fundraisers. There's no way of saying, you know, we pay you \$50,000 you guarantee that you'll raise 500,000. It's all hiring people to perform tasks. And that's what we're proposing is hiring a very professional top-flight person to provide leadership for this campaign. And, you know, I think we can find someone. But there are no simple, black-box arrangements that are possible with this kind of fund-raiser.

CHAIRWOMAN BERRY: But I'm still left a little bemused as I think you are because I'm aware without getting into percentages and all that, I am aware that there are people who have business enterprises, some of which are in the city and are major business enterprises, and they haven't gone to jail to or anything, or there's no, you know, people raising any--

[Simultaneous conversation.]

CHAIRWOMAN BERRY: --who in fact--who in fact raise money and in fact who may not get a percentage of it, but whose contract to raise it is dependent on--their payment is dependent on how successful they are over time in raising money.

In other words, if you gave them a fee and they never raised any money, then when they got ready for the next payment you don't have to pay them. Now, I don't know what you call that, but I know they do--

MR. MILLSPAUGH: It's--

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Yes, June.

MS. MAKELA: In my limited but some experience with this, and particularly advising a lot of people on fundraising for left and progressive causes my experience is that these professionals--and there are dozens of them-- function best for fundraising for traditional charitable causes. And, in fact, they get hired by the American Red Cross and the March of Dimes, colleges, et cetera, to either coordinate endowments, to put on gala special events, you know, do capital campaigns, et cetera. And they work best when you have a know--you know, identified population of prospects, they come into organizations that are already successful in fundraising and they will do specific things.

In my experience in groups like ours fellow progressive organizations that have not been able to invest and really build their own major donor base, you end up having to spend so much time explaining your politics, your philosophy, your culture, your style, and who your prospective donors might be and you spend a lot of money doing it. And you can have limited success. I mean, you don't necessarily fail, but you spend a lot of money and time.

And then our prospects, you know, I'm not sure our prospects would be--would warmly receive a professional outside fundraising, slick fundraising outfit. So I tend to be convinced that a very good in-house fund-raiser and not a lot of our effort.

CHAIRWOMAN BERRY: Does that answer your question, Mr. Palmer?

MR. PALMER: I think I hear the answer.

CHAIRWOMAN BERRY: Okay. All right.

MS. BROOKS: And I could just amplify that a little bit. The most successful experience we've had within Pacifica has been the Capital Campaign where we hired an outsider, Dick Bunce, who you may know, and he was an outsider at the time, and he--we had a goal of how much, Pat?

MS. SCOTT: The feasibility said we could raise \$660,000, but we eventually ended up raising \$2.5 million over a period of two years.

MS. BROOKS: And the strategy that Dick has presented here is essentially a similar strategy and it took a year of development before we went public. At the time we went public we announced a \$400,000 gift and we had all these things in place. And Dick and I worked very closely with the local board. I was actually brought on the local board at that time because having worked for the local congressman for years and I knew a whole lot of people and a lot of other people knew a whole lot of people and a lot of other people knew a whole lot of people and we had hundreds of meetings with these people to expand the list. It was a, you know, a kind of ever-growing process. And that's probably the way this is going to have to work because it is a very different community that we go to than just the American Cancer Society.

CHAIRWOMAN BERRY: Yes. Executive director?

MS. SCOTT: We essentially had to make the same decision, Michael. Dick wasn't quite an outsider. He was on a local advisory board with me at that time.

MS. BROOKS: That's true.

MS. SCOTT: And moved over to deal with the Capital Campaign, but he was a person that was familiar with Pacifica. He was familiar with KPFA. He had been involved in the media business himself, in a the progressive media business himself, so he really knew this dynamic.

We also, at that same time, interviewed firms to run this capital campaign and made the decision at that time that we were better served by hiring someone like Dick. And we proved right in making that assessment.

CHAIRWOMAN BERRY: Does anyone have any other questions or comments on the 50th anniversary report? Okay. Yes.

MS. BROOKS: And please get names of any suggestions for such a person to Dick and also be thinking regularly for the next year and a half of individuals and especially in the near run--of individuals who you think would be appropriate people on the 50th anniversary Committee and ask your board--local advisory board also to be working on it and developing some of these names.

CHAIRWOMAN BERRY: Yes?

MS. GONZALES: Just to clarify. Earlier in your report you had said that none of our units felt that there were serious resources. So other than what you're asking of us, what is the local commitment? If you could just

recap that?

MS. BROOKS: There isn't.

MS. GONZALES: There isn't?

MS. BROOKS: Financial commitment. At this point the launching of this will--the proposal that's going to come before us is the launching of SCA money.

CHAIRWOMAN BERRY: Should there be? Since you raised the question.

MS. GONZALES: Let me put it this way, I was surprised that that was the unit, so I wouldn't second-guess it, but--

[Simultaneous conversation.]

MS. GONZALES: --report that did. I believe if I could just counter your question with a question is, could there be? I mean--

MS. BROOKS: Well, what Dick said he was told in no uncertain terms in Tucson was that every member of every staff in all of the local stations and all the units were stretched to the max and that the budgets in each of the units was stretched to the max. And, in fact, those of us who were on the finance committee yesterday saw that not only are they stretched to the max, but these are conservative figures.

So, it looked unlikely that we were going to get the kind of commitment--realistic commitment that we're going to need to move this thing forward from the units.

CHAIRWOMAN BERRY: Did you have a comment to make?

MS. SCOTT: Yes. Just in terms of a strategy for financial development or anything else, when we look at money that comes into Pacifica, whether it's allocated to a local or national level, it belongs to everybody. And so we try to allocate resources in the best way possible. This way we're dealing with what money, you know, that would go out to the units in other ways, and we've decided to allocate it to this project so that everybody can share.

It's analogous to the earlier discussion about programming. What can we do on a national level that we can share at the local units? This is the same issue. You know, what can we do on a national level that we can share with the local units so that we can all benefit from it.

MS. BROOKS: To follow that, but I suppose you could say that \$150,000--units they might have come to ask for and it would have--

MS. SCOTT: Well, they did come and ask for it.

MS. BROOKS: They did.

[Laughter.]

[Simultaneous conversation.]

CHAIRWOMAN BERRY: So it's being used for this purpose rather than some other purpose.

So the units are participating by not getting something.

MS. BROOKS: Yes.

CHAIRWOMAN BERRY: Yes, June.

[Laughter.]

MS. SCOTT: By not getting something else?

CHAIRWOMAN BERRY: Yes.

MS. MAKELA: Also, I don't think we should--it's not as simple as--let's see, this does not eliminate the potential for other resources and I think we shouldn't quickly dismiss that there aren't local resources available.

There's no money in the local budgets. That's one source.

MS. BROOKS: Right.

MS. MAKELA: And paid staff, particularly development staff, is stretched very thin. But everybody is going to have to work on this campaign.

MS. BROOKS: Oh, absolutely.

MS. MAKELA: And so the resources the stations have are all of the people paid and unpaid and playing different roles at the local stations that can find a place in this campaign. So, lots of people have to be involved in asking lots of people for money.

MS. BROOKS: Definitely.

MS. MAKELA: And so that can be programmers and LAB people and finding people in the community who might like to sign on to Pacifica to be part of the 50th anniversary campaign and no other role is something. It would be a resource from the locals. So I think we shouldn't simply say there are no local resources being contributed.

MS. BROOKS: Oh, yeah, absolutely.

MS. MAKELA: Or expected.

CHAIRWOMAN BERRY: Or expected. Yes, Mr. Robinson?

MR. ROBINSON: I only speak for the WPFW LAB. But I would think that if the committee approaches LABs such as ours and is flexible in discussing how to go about doing it, what the goals and objectives are for expansion, whether it's going to be station expansion or geographical expansion in the country and openly discusses different ways of raising the money, LABs such as ours, I would think, would be very interested in exploring that process with the committee to raise money.

I think what I hear is that there are a lot of things that people are concerned they can't do as a station or ways that people may want or not want to raise money. But I think if you want to get the LABs such as ours involved and have a flexible discussion about what goals and objectives are and how to go about doing it, you may find more support from the LABs than I hear reflected in this discussion.

CHAIRWOMAN BERRY: Point of clarification, and it's appropriate to ask under this section since we do have a little time. What kinds of funds can the foundation accept or not? And last week I've heard at least 10 different answers. Some people say that the stations can't accept--let's see, what is it you can accept? Can accept any money from a corporation--can accept some money from a corporation so long as its not for programming. Cannot--can so long as it's not mentioned that they're sponsoring a program. Can accept money from a foundation--cannot accept money from a foundation.

[Laughter.]

CHAIRWOMAN BERRY: Can accept it so long as on the air one does not have to mention that the foundation--

[Laughter.]

CHAIRWOMAN BERRY: --is giving it. So I would like--and I haven't been able to find anything in any of the documents, and I'm still looking for documents, could someone--who would know the answer to this question in this organization and could answer it definitively?

MS. MAKELA: Pat and Dick.

MR. MILLSPAUGH: You just set it apart very clearly.

[Laughter.]

CHAIRWOMAN BERRY: I did? Wow. Could we have an answer to this question? And also could we have, if you have it available to you, citations to where this material is that, or by inference that what we are inferring this from or whether it's a policy decision, or it's written down somewhere or it's just something that goes back to the time when the memory of man runneth not to the contrary--

[Laughter.]

CHAIRWOMAN BERRY: --or just what it is. Madam Executive Director?

MS. SCOTT: I'd actually like for Dick to start answering the question and I'll complete it. Dick?

MR. BUNCE: Well, I think what you're asking for is actually a document that we can prepare and circulate to the boards.

CHAIRWOMAN BERRY: It does not exist?

MR. BUNCE: Well, there is a--there's a general document. I don't have it in my hands, but there is a general document that is in every station's file that reviews what the policies are on funds. And in a nutshell, Pacifica's current position is that it does not accept corporate underwriting. And that is a specific term that refers to support or fund a program that is on the air from a commercial entity. That's the critical principle that differentiates our funding from virtually all the rest of the public radio stations, the public radio program producers, and all of the commercial broadcasters.

Now, for a campaign of the sort that we are talking about waging for the 50th anniversary, it doesn't mean that we can't accept a gift from a commercial entity as long as we're talking about a general gift for operating purposes that would simply go into the pool.

So, that's kind of a gross distinction point.

MS. BROOKS: There is this document in that binder that says, "Pacifica Foundation Funding Policy" and it was prepared by Dick. And I don't know if there's a date on here, but it's five pages long and it's quite clear.

CHAIRWOMAN BERRY: Which binder?

MS. BROOKS: The binder I gave you yesterday.

CHAIRWOMAN BERRY: And is this passed by the Board of Directors? Or is it part of official lore, or is there some date on which it was approved?

[Simultaneous conversation.]

MS. MAKELA: --years ago in the minutes.

CHAIRWOMAN BERRY: Years ago in the minutes.

MS. MAKELA: It was revisited during the retreat and reconfirmed during the retreat.

CHAIRWOMAN BERRY: Do the LABs all have copies of this? They're all shaking their heads.

MS. MAKELA: Probably not.

CHAIRWOMAN BERRY: I would like for someone, I don't know who the someone is, but someone should give copies of this document to the chair of the local advisory board because it is local advisory board people who have said to me, in the last week, that, yes, we can do this, and no, we can't do that. And I don't know if we can do that.

And also, I will say for the record, since I am watching what happens with this organization in the public media, whenever I ask a question it is not to be presumed that I am expressing an opinion. I ask many questions about all sorts of things. And so if I ask a question about whether adding Atlanta to a list or Boston is a good idea to consider or it's time to consider such ideas, that does not mean that I, Mary Frances Berry, am proposing that Pacifica expand to Atlanta or Boston.

If I ask what kinds of gifts can and cannot be given and ask about corporations, this does not mean that I, Mary Frances Berry, am proposing that Pacifica now--

[Laughter.]

CHAIRWOMAN BERRY: --receive gifts from corporations. I say all this because I have seen over the last few weeks how distorted people's opinions become when they are put up on the Internet and all sort of places and in articles which is the other reason why we're have a transcription. So that I, Mary Frances Berry have expressed no opinion--

[Laughter.]

CHAIRWOMAN BERRY: --about which gifts should be taken, not taken, where the organization should expand or not; should it hire someone for a fee on a contingency to raise money or any other matters about which I have asked questions or stated informational material on this day. And any implication to the contrary is distorted and without merit and effect.

If I am stating my view on something, I will, before I state it, say, my view is and let that be-- understood. Yes. I recognize you.

[Simultaneous conversation.]

MS. ZUBRIN: --say, Mary Frances Berry, then you're not suggesting that we take lots of money from the drug companies and McDonnell Douglas?

[Laughter.]

CHAIRWOMAN BERRY: No, I am not suggesting such a thing.

MS. ZUBRIN: She is not saying that for the record.

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Yes, I will recognize you in a moment, madam.

Mr. Palmer, are you waving your hand, or would you like to be recognized?

MR. PALMER: I still have a question because this is a question I never really got clear, and this is Bunce's comment. He says that you couldn't take it from a corporation for underwriting, but we could take it for the capital campaign. When they ask for recognition if they gave \$5 or \$5,000 or \$50,000 and they wanted a tag line somewhere, you know, at two in the morning, are we--

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Let us not all speak at the same time, please.

MR. BUNCE: I think the principle is not that we would take it and say we won't disclose it, I think that we can disclose all gifts, but we're not, however, interested in relationships with commercial entities which ties us to particular kinds of program production or acknowledgment.

CHAIRWOMAN BERRY: Okay.

MR. PALMER: Well, if Compaq Computer wanted to give us all the computers for the networking work we needed and they just wanted simply to be acknowledged on air, but they didn't want to have any influence or if they didn't say anything about programming would we be able to accept the gift?

MR. BUNCE: Well, that's probably--there's a gift acceptance committee which has a standing membership and it just convened. Whenever there are questions that seems to raise policy issues for the organization and I submit that that's where that decision would go.

CHAIRWOMAN BERRY: Well, wouldn't we need to have an answer to that question? For example, in fundraising or in collecting without waiting until Compaq offers it or something, wouldn't we need to know those people who are on LABs, those people who are on this board, those people who are on the 50th anniversary committee who are out trying to raise money and get gifts, wouldn't they need to know what the answer to that question is so that if one of them imaginatively sits there one day and say, oh, my gosh, you know, Compaq is giving everybody computers. Maybe they'll give us some for all of the stations. I wonder if we can take that, and if so, can we thank them on the air, or are we supposed to just write them a letter and thank them so that we know what we can say.

Wouldn't we need to know the answer to questions like that so we would know when we're fundraising what we can do and what we can't do?

So maybe we can get an answer to questions like that. Do you have the answer?

MS. SCOTT: Well, I just want to bring this up because it is--the policy has been very unclear quite frankly.

CHAIRWOMAN BERRY: Oh.

MS. SCOTT: I mean, when you talk about a marathon that all of our stations have, we get gifts of food and other things during the marathon, we regularly mention it on the air. We say we have a policy that we don't mention it on the air, but we actually do.

Wait a minute. And the other issue is that this policy about no corporate underwriting of programming is revisited by this Board at least once very seriously every five years. Because there is always difference of opinion about the policy which is why it was written down and codified.

And then the other issue is that programs that have been underwritten in special instances are run on our air because of special circumstances or significance. We, for example, ran the Miles Davis Radio Project which had been underwritten by Jim Beam. So we have done it and the policy is sometimes unclear and the questions are absolutely appropriate.

MS. BROOKS: But don't we run a disclaimer with that and say that we didn't get that money?

MS. SCOTT: Well, we still run the program and it's still been underwritten. We do say that. That's correct, Roberta.

CHAIRWOMAN BERRY: I would like to suggest that what we will do at the next Board meeting is have an item on the agenda to discuss the fundraising guidelines which are already written and ask the staff to prepare some examples of things we think we can't do, or can't do, so that everybody can be clear about what it is we can and cannot do so that there won't be any confusion. Because I would really like to know if I'm going to be out trying to raise funds or have somebody give something to us. Whoever, whether it's a person or a foundation, or whatever it is, just what I should be asking them for, and what I'm not supposed to ask them for and I think it would be helpful to other people.

So we'll do that, have an item on the agenda the next time to discuss that.

Instruction here anything else we need to do before we--I guess we accept your report or we approve your report. It says here, "acceptance or approval", I'm not sure what that means. Does it mean it's up to me, or does it mean it's accepted. So we'll just say "accept" from now on.

All right. Could I get a motion to accept the 50th anniversary report?

MS. GONZALES: So moved.

CHAIRWOMAN BERRY: A second?

MS. BROOKS: Second.

CHAIRWOMAN BERRY: Any more discussion?

[No response.]

CHAIRWOMAN BERRY: All in favor of accepting this report indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed.

[No response.]

CHAIRWOMAN BERRY: Are there any other items? No items appear on the agenda. And, therefore, if there is no objection then the meeting is recessed until tomorrow morning.

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Tomorrow morning, it says on the agenda, there's a executive session at 9:00 a.m., and then the general session begins at 9:15 a.m.

So the meeting is--without objection the meeting is recessed.

[Whereupon, at 3:47 p.m., the meeting was recessed to reconvene on Sunday, September 28, 1997 at 9:00 a.m.]

Saturday, September 28, 1997

BOARD MEMBERS PRESENT:

Mary Frances Berry

Jane Makela

Frank Millspaugh

Alexis Gonzales

Dorothy Nasatir

Michael Palmer

David Acosta

Jack O'Dell

Adrian Zubrin

Cheryl Fabio Bradford

Roberta Brooks

Ralph McNight

Rob Robinson

STAFF PRESENT

Dick Bunce

Lynn Chadwick

Gail Christian

Garland Ganter

Burt Glass

Mark Schubb

Pat Scott

Mary Tilson

Valerie Van Isler

Bessie Wash

P R O C E E D I N G S [10:05 a.m.]

CHAIRWOMAN BERRY: On the record.

The first thing is the committee report, June, please.

MS. MAKELA: Yes, thank you.

Board members should all have a document given to them this morning by the Controller. It's entitled--it starts with KPFA. Does everybody have this?

CHAIRWOMAN BERRY: This.

[Simultaneous conversation.]

CHAIRWOMAN BERRY: You can have mine. Do you have one?

MS. MAKELA: All right. It's coming.

Sandra neglected--

CHAIRWOMAN BERRY: Rob doesn't have one.

MS. MAKELA: --to print the word "Confidential for Board Use Only" across the top. I'd appreciate if everyone would do that now.

CHAIRWOMAN BERRY: If you do that, then that means it will immediately be disseminated all over the country.

[Laughter.]

CHAIRWOMAN BERRY: Anything that has the word "confidential" on it.

[Laughter.]

CHAIRWOMAN BERRY: Even better if you put "top secret".

[Laughter.]

[Simultaneous conversation.]

MS. MAKELA: When I started in the organization no one was interested in discussing finances. Then once the budgets are approved by the Board and changes made that everybody agreed to by the finance committee, then the budget of each station is in fact public and available at those stations to anyone who want to get a copy of the budget. But at this point the documents that we are using are confidential.

Okay. I will try to keep my general comments brief and then I will go over the budget.

I think probably at various other committee meetings and yesterday in Pat's report to the full Board you got a general picture--a general sense of our financial situation. But just to quickly repeat some of the things that Pat said.

Our revenue is slightly up in general across the board which means that in most of the stations our listener support is up which is good. As someone described it, unfortunately we are over-achievers on the expense side. So that while our revenue is up so are our expenses. And we closed the year in a better position than we've been in the past, but not the best position. We still have a couple of stations that will end the year in deficit; and we need to be even more careful in controlling our expenses so that we can have balanced budgets.

I think as people are aware, if they are not, our reserves that were modest to begin with, have now been pretty much depleted because of past deficits and crises that have led to unexpected expenses.

Our budgets were tight last year, and our budgets will be very tight next year. It is clear that we are beginning to control our finances better. I think the budgeting process has improved. I am impressed with the general management of finances at all of the stations and appreciate the efforts by the general managers to control their budgets; and to identify potential problems before they become major problems and to deal with them during the year as opposed to waiting until the end of the fiscal year and then having a more major problem.

All of the new budgets that we'll go over reflect, as far as possible, implementation of strategic plans that have been made or are in the process of being made at the local stations. There is an emphasis on programming and an emphasis on audience building.

There is an attempt at every station, even those with very tight budgets, to allocate more money and resources to development. And, again, you know, this is a change, this is an improvement that we've worked toward over the years. And I want to applaud the managers for this commitment.

What is not in the budgets because we don't have the money is sufficient allocation for capital improvement. And clear in some of the stations that this is an immediate need and we are not able to support the kind of capital improvements that we should be supporting. And keeping one's fingers crossed that transmitters not go down, it's not actually the best way to run a radio station.

[Laughter.]

MS. MAKELA: That's what we're going to be doing in the--

And this is something that the finance committee pledged and really wants to make a priority both of the 50th anniversary campaign, but in some cases even more immediate in future budgets.

A few other highlights, without getting into a lot of detail and explanation, over the years as everyone knows or should know, we have what's called central services. This is an allocation from local budgets to cover national expenses for the stations. There have been a variety of ways that national costs have been covered, both with difference of a percentage for transfer of central services and partial transfer of NNPAAG funds and then another allocation for the national program fund.

The managers have worked over the summer to refine how--oh, and there have been national fundraising days on the air for national programs.

The managers have not been happy with the way that this had worked before and took it upon themselves to redesign it to everyone's satisfaction. So it impacted very slightly on the amount of money transferred, but it means that when you look at the budget line items have changed, but in fact the sum of money being transferred is almost exactly the same. With the only difference being that the two smallest stations were negatively impacted by the new ratio and you will see when we get the SCA report and note them as small SCA subsidies to cover the negative impact of those fees on the two small stations. And that will become clear as we walk through the budget.

Other positive changes, we had a report on the archives and I'm pleased both with the income that the archives has been able to generate in the last year and what it projects for the next year, but even more importantly, for the first time we are not separating income streams and expense streams so that money raised--money transferred from the stations to the archives will only be used to preserve our archives. And it's not commingled with sales of archival materials. So we will now be able to very clearly see income from sales and that money will be allocated to the maintenance of that aspect of the archives and in the hopes that we will be able to build the archives as an income generating operation and use that central services money to preserve this very valuable resource.

Okay. We can probably move on. Just the on-going frustration of the committee that our SCA funds, which are really the only funds of flexibility for building Pacifica, that we continue to have very little of our SCA money available for new projects and growth. And we didn't have any real solutions anymore this year than we've had in the past. But as this was just noted, the good news is that we are no longer subsidizing the two smaller stations.

And for those of you who have been on the Board for many years you will, I hope, recognize that this is a major accomplishment that both KPFT and WPFW are operating and in the next year plan to operate without subsidies from Pacifica. So, in that sense, there is some money available, for example, to go toward the seed money for the 50th anniversary campaign.

CHAIRWOMAN BERRY: Now, how are you planning to do this?

MS. MAKELA: And what I'm planning to do is have you walk through the budget.

CHAIRWOMAN BERRY: The entire--

MS. MAKELA: Very quickly. We are not going to discuss individual items unless you have--

CHAIRWOMAN BERRY: Questions.

MS. MAKELA: --specific questions.

CHAIRWOMAN BERRY: So could we then proceed by asking if people have questions--

MS. MAKELA: Well, I was just going to say--

CHAIRWOMAN BERRY: --about that.

MS. MAKELA: --that that's my general report and now what I am going to do--I also want to explain things we've done in the past.

CHAIRWOMAN BERRY: Why we have "this"? You mean, this, this?

MS. MAKELA: What this is--what this is--

CHAIRWOMAN BERRY: This?

MS. MAKELA: Yes.

CHAIRWOMAN BERRY: Okay.

MS. MAKELA: This is for members of the finance committee, this is--these are revised budgets after there were budgets submitted to the finance committee and amendments made, changes made, corrections made by the controller and these are the summary pages reflecting those changes. So these are, in fact, the budget that I will walk through and then ask you to approve.

And they are the summary pages for each of the units, the local stations and then the national unit.

CHAIRWOMAN BERRY: Right.

MS. MAKELA: And I can give you, you know, two seconds on each one--

CHAIRWOMAN BERRY: Please.

MS. MAKELA: --as we go, and then people can ask questions.

CHAIRWOMAN BERRY: Please do.

MS. MAKELA: All right. So we'll start with KPFA. Lynn Chadwick who is the interim acting director of KPFA gave us the report in which she explained that cuts were made this summer at KPFA to head off a pending deficit. Which, you know, I had made reference before to the fact that with better management we are catching problems before they become crises. So, we are hoping that KPFA will end the year with a small deficit rather than a large one which will be covered by surpluses from past years. And their new budget reflects modest-- you know, projections, very careful projections of income.

There is a hope on Lynn's part that they will exceed those projections.

Oh, I forgot to mention, every budget is now based on proven revenue again.

We, for many, many years based the budget on proven revenue figures which is a very conservative way of

budgeting and this came out of past tiny little crises. Then last year we released a station from proven revenue and they could make proposals to go up to projected income that they could not prove. And because of potential for deficits and not being able to stay on budget and concerns we had about the tight budget we--in June the finance committee directed each of the stations to come in with proven revenue figures. And so each of these budgets are based on proven revenue.

Okay. And basically this budget, again, is based on their priorities of improving programming and building audience. And they expect, as you see, that they will end with a balanced budget.

CHAIRWOMAN BERRY: Right. And so--and then the next page--let's see if we can move--

MS. MAKELA: I'll keep going--

CHAIRWOMAN BERRY: --a little faster.

MS. MAKELA: KPDK the good news here, if people haven't heard, KPDK this week made their CPB goal that was nip and tuck. And they're the--

CHAIRWOMAN BERRY: Congratulations.

[Applause.]

MS. MAKELA: So income is strong at KPDK. The budget reflects a continuing emphasis on stability and building programming. This is the station we are very concerned about as far as capital improvements. The general manager had hoped to be able to budget money for capital improvements. As you see, there are none, and this will be a priority for them in the future.

CHAIRWOMAN BERRY: WBAI.

MS. MAKELA: WBAI, again, should be recognized. If you look in the first column, WBAI crossed the \$2 million mark in listener support which is a first for Pacifica, a first for WBAI, and a first, as I understand, for Pacifica.

[Applause.]

MS. MAKELA: And also they are building their donor--their major donor program and have been exceeding income projections for the past couple of years, so we continue to be optimistic.

The thing I need to point out here is BAI is getting ready to make a major move, the finance committee has been monitoring those plans, monitoring the budget for the plan, has instructed the general manager that the budget must be kept to. That the operating budget is tight, the operating budget must be kept in line and so--the move project that we cannot tolerate or handle any cost overruns on either side because of, you know, this ambitious move. And we all appreciate what it will mean for BAI, but are very concerned about the costs.

CHAIRWOMAN BERRY: Okay.

MS. MAKELA: It's just--

[Simultaneous conversation.]

MS. MAKELA: --by the general manager of WBAI.

CHAIRWOMAN BERRY: Then WPFW.

MS. MAKELA: WPFW, again, for those of you who have been on the Board for years, you will appreciate that WPFW is pretty much coming in on budget this year.

[Applause.]

MS. MAKELA: That if there is a deficit it will be insignificant. Full credit is due to the general manager and to her management staff. I mean, I really, really want to give them credit for stabilizing W. I am very optimistic about W's future. They are building audience. Their audience figures are very impressive compared to where this station was years ago. And with an audience ... listener support. So I am looking forward to even better financial reports in the future.

This budget is very tight and I think the finance committee very much appreciated that when a little bit of money was freed up as we made some changes in the budget that that's what the general manager is allocating what little extra money there was to development so that more money can be raised.

KPFT's listener support is up, but unfortunately because of unforeseen expenses due to a delay in the transmitter move their budget went over last year. The deficit they've incurred is going to be budgeted over subsequent years starting with a \$10,000 commitment for the coming budget. And you'll see that under "debt retirement".

But again, even with T's very tight budget, Garland was able to increase his, very slightly, but to increase his commitment to development. And so we were again optimistic given the income figures last year the station will continue to grow.

Okay. National office--we were presented with a budget that had--that was not balanced. That had excess expenses of 154,000. We discussed what that meant. Basically the budget reflects decisions made in our strategic plan and in priorities from the Board as far as staffing and services for the stations that we expected the national office to pick up.

In grappling with that number our solution was to allocate a subsidy from the SCA of 111,000 which you will see when you get to that budget, and instructed Pat Scott to cut the national office budget. And Sandra the Controller has made some of those cuts in the interim since the finance committee meeting. We have now reduced the excess expenses to 17,000. And Pat and Sandra will continue to work to balance this budget.

And I need to remind people if you were participating in discussions yesterday about Board expenses and expanding costs of the Board there is no money to do that. So if you all decide to do that, you'll have to figure out where to come up with the money.

National programming basically this is the news and the administration of national programming. And here--let's see--the big change in this budget is that we now have a development director for national programming which will positively impact on income for all of the national programs. Otherwise it didn't change much from last year.

The national program fund is the money raised by the stations for national programs and you'll see, you know, I had mentioned before that this money is--I don't know how to explain it, the transfer from the stations is listed at the top under "NPF share" of 200,000.

This budget doesn't balance, but basically this budget is restricted by how much is transferred from the stations. Any additional money needed for these national programs will have to be raised from outside of the foundation, so that 75 is an indicator of what will need to be raised by the individual shows.

CHAIRWOMAN BERRY: Okay.

MS. MAKELA: And not a number that Pacifica is picking up.

CHAIRWOMAN BERRY: Okay.

MS. ROSS: So the excess income under national programs, \$14,000, which is on page B-1, which is what they raised, they have increased that amount to 75,000?

MS. MAKELA: I don't see the--

MR. MILLSPAUGH: They're all marked page B-1, so--

MS. MAKELA: I'm sorry.

[Laughter.]

CHAIRWOMAN BERRY: Are you talking about national programs or national program funds?

MS. ROSS: On national fund programming I am looking at income versus expenses--

MS. MAKELA:

MS. ROSS: --created a positive--

MS. MAKELA: It's a zero balance.

MS. ROSS: I see it as a deficit.

MS. SCOTT: Yeah, it is.

MS. MAKELA: Right. The national programming budget is balanced. The next page, the national program fund is the one that on paper has a deficit of 75.

MS. ROSS: Right.

MS. MAKELA: What I'm saying is that is not a Pacifica deficit in the sense that we're picking that up.

MS. ROSS: Right.

MS. MAKELA: That that indicates the money to be raised for those individual shows.

MS. ROSS: Okay. Well, if we could revenue for national programs.

MS. MAKELA: National programming?

MR. MILLSPAUGH: National programming.

MS. ROSS: Uh-huh.

CHAIRWOMAN BERRY: Could the staff see to it that there are page numbers on these pages.

[Laughter.]

MR. MILLSPAUGH: Oh, there are, it's just they're all the same page number.

[Laughter.]

CHAIRWOMAN BERRY: Yeah, so we can identify a page.

Go right ahead.

MS. MAKELA: Okay. The next one is--

CHAIRWOMAN BERRY: Oh, I'm sorry, Rob had a question.

MR. ROBINSON: On the minutes for the Board report on page 18 it indicates that revenue from affiliates for national programming is \$140,000 next year. In the national programming page under income, where would that review appear?

MS. MAKELA: I would think under sales income, but Gail, do you want to answer that?

So sales income was budgeted at 107 as of 7/97 it was 103.

MR. ROBINSON: So since then it's gone to 140?

MS. MAKELA: So since then it's gone to 140. Do you see the line, the fifth--

MS. BROOKS: Through 7/97.

MR. ROBINSON: I see the line that says "sales income".

MS. MAKELA: Income. So it is currently at 140 and it is budgeted for next year at 130.

MR. ROBINSON: Your budget format doesn't show the specific revenue sources for the different profit centers or--

MS. MAKELA: The sales income is the affiliates.

MR. ROBINSON: Okay. And the reason it differs from the book is apparently this was an earlier date, the pro rata policy?

CHAIRWOMAN BERRY: But what you read in the--what you were reading--read again what you read.

MR. ROBINSON: It says that--well, it indicates that there are 38 affiliate stations. And it says, "Revenue from affiliates this year is expected to be about 140,000." And then it indicates that the cost of distribution for that will be 114.

MS. MAKELA: Right.

MR. ROBINSON: And this is not--I don't want to debate this, but the way you do your budgeting, you don't show for the different revenue sources that each profit center have?

MS. MAKELA: No. Right. The expenses--

MR. ROBINSON: The expenditure--

MS. MAKELA: --and then the net, right.

MR. ROBINSON: --the expenditures for those particular revenue sources against the revenues that are generated whether it's from a news program, so when you show, for example, listener support, you pool listener support from the individual stations and nationally and then allocate that centrally?

MS. MAKELA: No.

MR. ROBINSON: No?

MS. MAKELA: All the listener support for each station is listed as listener support for that station.

MR. ROBINSON: Okay.

MS. MAKELA: Listener support--there is no longer listener--it used to be the listener support from marathon days, fundraising days for national programs used to be raised locally on those national program days and there was a line in each of the budgets indicating that money raised and then transferred.

We are no longer doing national programming days, so that will no longer--there will no longer be fundraising for those national programs on the air.

MR. ROBINSON: My question and I don't--since I'm new I don't want to reinvent the wheel, but--

MS. MAKELA: Go ahead. Right.

MR. ROBINSON: --but for each, if you consider profit center for different revenue sources, so every part of Pacifica has income from certain sources and it gets revenues, some of which it creates and some of which may be created centrally.

MS. MAKELA: Right.

MR. ROBINSON: But the budget doesn't reflect specifically which revenue sources, for example, the sale of programs to the affiliate, you don't budget to show which things each profit center is generating revenue from and link that to the expenditures for those particular activities?

MS. MAKELA: Right. That's correct.

CHAIRWOMAN BERRY: I would think that we need to do that because it would make the budget more transparent and it would also make the budget--give us a better picture of what the expenses are related to whatever is collected--

MS. MAKELA: And it may, and we can, as we develop this new software and capacity in the finance office we can do that. What we've gotten instead are narrative reports from staff about such things.

For example, as I was explaining with the archives we've never really been able to get a clear picture of whether we're making money on it. Of, you know, how much is it costing us to develop tapes to sell. And so that's beginning to change. At least for the--

MR. ROBINSON: When an issue like Democracy Now comes up it would be helpful, although it may not be capable to reflect right now to show to what extent Democracy Now was responsible for revenue--

[Simultaneous conversation.]

MR. ROBINSON: --whether it's generated through contributions through local stations or through national.

MS. MAKELA: That's right.

MR. ROBINSON: But those would be useful.

MS. MAKELA: That's right. That's right.

CHAIRWOMAN BERRY: When will this be available?

MS. MAKELA: Well, we are in transition and Sandra and her staff are completely retooling the finance office and being trained. We are also going to, in the next year network for the first time the financial offices of all the local units and the national and be able to hopefully transfer financial information faster and be able to produce more flexible reports and be able--I would hope, be able to do some of this.

CHAIRWOMAN BERRY: I'm just asking when do you think it will be?

MS. SCOTT: We budget it to complete this next fiscal year, but in fact may not be able to do so, but we hope to have it completed next fiscal year.

CHAIRWOMAN BERRY: Next fiscal year?

MS. SCOTT: Starting October 1st.

CHAIRWOMAN BERRY: October 1st. Okay. Yes, Micheal?

MR. PALMER: [Off mic.] --the revenues for each delivery broken out in terms of where they're coming from or more specifically from the national programming.

MR. ROBINSON: For everything, I would think that for all--

MR. PALMER: If you looked at one of the stations you can see that the revenue lines are broken out. The way they have been historically, now there may not be enough delineation within there for everybody's clear understanding, but it's broken out by the different units. Right here you can see where the income streams are. As far as how much does it cost to buy tape, put the program on it, and ship it, I don't think that there's enough break out like that which may be useful, maybe that's the accomplishments--

MS. MAKELA: Yeah, I think it's more than national units.

MR. PALMER: The data is there in the individual budgets.

CHAIRWOMAN BERRY: Right. It just needs to be displayed in a way so that you can tell--

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Wait, please. Can we have order, please. Four people were talking at the same time.

MR. ROBINSON: I'm not trying to suggest--

CHAIRWOMAN BERRY: Rob, please proceed.

MR. ROBINSON: I beg your pardon.

CHAIRWOMAN BERRY: You're recognized. Go ahead.

MR. ROBINSON: Oh. I was not trying to suggest that you should be able to look into this and see how much it costs to buy a cassette tape, but for the central revenue generating activities whether they are pledge drives or principal gift campaigns or whether they are, you know, program products that generate revenue via central allocation or because people are pledging to certain programs. It would be helpful to display, at least at the station level and then for the national units what revenues are associated with what principal program activities or products and particular drives. That's all I'm suggesting. And if I'm not reading this correctly, as I said, I'm new.

MS. MAKELA: Yes, that is not here and it would have to happen at the local level. It would be very interesting--

MS. SCOTT: And it does.

MS. MAKELA: --and I'm assuming--

MS. SCOTT: And it does happen at the local level.

MS. MAKELA: --that on marathons people keep track of that. On our level, what we can improve on is that some of the--particularly in the national level, the income streams and what it really costs to produce, as we get more complicated, and things are lumped apparently here. And I will make an effort to make that clear.

CHAIRWOMAN BERRY: Frank, were you seeking recognition?

MR. MILLSPAUGH: No.

CHAIRWOMAN BERRY: All right. So the purpose of all of this is so that the Board is in a better position to decide when it is asked whether it supports something or advises that something continue, whether or not it's costing more than it brings in as one. You know, it may cost more and we might decide to do it anyway.

MS. MAKELA: That's right.

CHAIRWOMAN BERRY: But it's just that information will enable us better to decide.

Proceed.

MS. MAKELA: And actually on that subject we had quite a lengthy discussion about the Ku conversion at Pacifica and that we have had to make an initial investment to change from--I can't even believe that I'm going to even try to explain this, but--

[Laughter.]

MS. MAKELA: After six years I can use words like Ku.

[Laughter.]

MS. MAKELA: But that we have had, you know, to outlay money to transfer our affiliates to the Ku band. And we had a very, I think, productive discussion at the finance committee about the short-term costs and the long-term benefits of this Ku transfer and asked questions and got answers about when we can expect to stop subsidizing this Ku transfer.

CHAIRWOMAN BERRY: Okay. All right. Can we--

MS. MAKELA: And you will see that on the SCA budget which we're getting to.

CHAIRWOMAN BERRY: Yes, let's do that. Let's move.

MS. MAKELA: The archives I've already reported on. Income is up and we have had good growth in sales beyond our projections for last year. We hope to continue that trend, and we are also hoping to use the archives in a very productive way in the 50th anniversary campaign as we stabilize that operation.

The last budget is the SCA budget. We have income of 845,000 and this budget was allocated based on reports and a proposal from the staff to the finance committee and then some discussion and amendment. Basically, as I've already explained, we will be using 111--we are proposing to use 111,000 to cover national office costs. A very small subsidy to KPFT and WPFW simply to cover the negative impact of the new fee structure and that will change. This is a two-year plan to offset this negative impact and with the hopes in the third year there will be no subsidy for those fees, the legal cause related to the SCA and the leases, technical the same as always.

Finance, technical retool, this is the second year of the budget for retooling our finance office as the Board decided two years ago. The Ku 150,000 is both the ongoing management costs and our commitment to continue transferring our affiliates to Ku. This figure will go down next year and the following year. There will continue to be some maintenance costs, but the figure will drastically decrease over the next couple of years as all of our affiliates move to Ku.

CHAIRWOMAN BERRY: Okay.

MS. MAKELA: Number 6, the finance committee made the decision that when we came into this budgeting process we insisted that we start repaying the reserves of Pacifica that have been depleted by a combination of subsidizing deficits and the move a few years ago of WPFW. So we have allocated 200,000 of SCA to repay the loan for that move which will go back into our reserves. 150,000 being allocated to the 50th anniversary campaign. You'll hear more--oh, no, we heard more--we heard about that yesterday. That will be used to start up the campaign. And the 109 is transfer to central services from SCA.

CHAIRWOMAN BERRY: Okay. Could I have a motion to approve the report of the finance committee and the budget?

MS. GONZALES: I so move.

CHAIRWOMAN BERRY: Could I get a second?

MS. ROSS: Second.

CHAIRWOMAN BERRY: Any further discussion?

Yes.

MS. BROOKS: I know it's been said, but I would really like to reiterate, having been on this board a long time, what a pleasure it is to see budgets that reflect the work of the managers and the stations. We used to sit here and be yelled at by the general manager of WPFW because we were only subsidizing them to the tune of \$100,000 a year. And now we have virtually no subsidy. So I just--I mean, I know it's grunt work and I just want to praise the general manager, the staff, and then I would be remiss in not also acknowledging the tremendous work of WBAI for the \$2 million mark as a landmark for Pacifica.

CHAIRWOMAN BERRY: Okay.

MS. ROSS: And the work of the finance committee.

MS. BROOKS: And the work of the finance committee.

CHAIRWOMAN BERRY: Right.

MS. BROOKS: And the work of the finance committee.

CHAIRWOMAN BERRY: All in favor of--are you ready for the question?

[No response.]

CHAIRWOMAN BERRY: All in favor of approving the finance committee report including the FY-1998 budget indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed?

[Nay.]

CHAIRWOMAN BERRY: So ordered. You said no? Who said no? One no.

It would have been helpful, Michael, if you had explained in the discussion, if you had some problem that could have been remedied.

MR. PALMER: I expressed those in the finance committee.

CHAIRWOMAN BERRY: Oh, you already told the finance committee. Okay.

Now, let's move to the Board development committee report. Board development committee report and David could you summarize your report and then give us any action item? Then in the interest of time I'm going to try to conflate some of the discussion.

I don't think--the executive committee, I don't think we have any proposed bylaw changes, do we? No one has told me about any. So that may go pretty fast. And maybe we can make up some of this lost time. But anyway, go right ahead, David.

MR. ACOSTA: The committee met for two hours on Saturday and it was a culmination of many hours of work this past year by Roberta Brooks and Dick Bunce, and Alexis Gonzales, Cecilia McCall and Jack O'Dell among others.

The premise of the committee deliberation was this. The work of the Pacifica Board of directors during the next three years will focus on implementing and following, evaluating, refining the strategic plans for Pacifica as a whole and for its eight operating units. And we're organizing and bringing to success our 50 anniversary fundraising campaign with a possible goal of \$20 million. To that end criteria for characteristics and traits of perspective Board members were developed and include, but are not limited to the following.

Prerequisites are they must support Pacifica's mission, they must be knowledgeable about Pacifica and they must have time, interest, commitment and an ability to travel. Generally desirable traits were pervasive community involvement, people of color bringing then more diversity to our Board, younger and newer linkages, new venues in the networks, and prominence in social justice and civil rights.

Examples of specific roles that are presently needed on the Board are academic authority on current state of public broadcasting, foundation funding, investment specialists, private philanthropists, planned giving attorney, a capital campaign specialist, public relations and communication expert, a labor lawyer, non-profit finance expertise and organizational development specialist. Now, these are not exhaustive and the committee will also assess the skills of current members to ascertain whether or not these skills are already being provided.

We also heard a presentation from Nan Rubin, the chair of New York's WBAI advisory Board who representing the council of chairs, that is the chair to the local advisory board to each of our signal areas. Regarding the concerns of pending governance changes from the selection of governing board members.

Nan will give a report later on in the meeting, but summarily the primary concerns were the proposed selection of the signal-area representative was presented to the LAB without allowing adequate discussion or input from the LABs, and the policy itself mandates that each LAB reduce it's representation to the governing board from two people to one which is a radical change from long-standing procedure.

And no justification was given for how this substantive change would strengthen Pacifica. This created a very strong unified opposition from the LABs to implementing this change--

CHAIRWOMAN BERRY: May I interrupt you to say that you are characterizing her complaint. You are not stating factually that no justification was given. You're simply--

MR. ACOSTA: No, I'm summarizing what she--

CHAIRWOMAN BERRY: You're summarizing what she said.

MR. ACOSTA: --what her concerns were, right.

CHAIRWOMAN BERRY: Okay. Thank you.

MR. ACOSTA: And according to Nan, this created a very strong unified opposition from the LABs to implementing this change.

Now, the committee concluded that in order to successfully accomplish the strategic plan and the 50th anniversary fundraising campaign that we need the support and enthusiasm of the LABs in the signal areas. So with the exception of two exceptions the committee recommends that the Board not approve the proposed bylaw change regarding selection of directors and instead proposes that we increase the Board by recruiting and electing four at-large members, an action which does not require a bylaw change, but only a change in policy and procedure.

The LABs would still retain a majority of members of the Board, and we would receive the needed shot in the arm that the Board needs to help achieve its goals.

I thank the committee for its work and at this time I invite any member of the committee who wish to do so to add to my report.

CHAIRWOMAN BERRY: Yes, Cheryl?

MS. BRADFORD: Abstention?

MR. ACOSTA: Two.

CHAIRWOMAN BERRY: Could we get a motion on the floor and then have discussion? Are you moving the

action item that you reported out from your committee?

MR. ACOSTA: Yes.

MS. GONZALES: I'll second it.

CHAIRWOMAN BERRY: Okay. So the action item from your committee, could you restate the motion, please, David? Just the motion.

MR. ACOSTA: Propose that we increase the Board by recruiting and electing four at-large members.

CHAIRWOMAN BERRY: Okay. And you have seconded that Alexis?

MS. GONZALES: Yes.

CHAIRWOMAN BERRY: All right. Now, discussion? Any further discussion?

[No response.]

CHAIRWOMAN BERRY: If there is no further discussion, are you ready for the question. All in favor indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed.

[No response.]

CHAIRWOMAN BERRY: The motion carries unanimously.

Now, could we get a motion to accept the report of the Board development committee, your entire report?

MR. ACOSTA: So moved.

CHAIRWOMAN BERRY: Second?

MR. MILLSPAUGH: Second.

CHAIRWOMAN BERRY: Any further discussion?

[No response.]

CHAIRWOMAN BERRY: All in favor of accepting the report of the Board development committee indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed?

[No response.]

CHAIRWOMAN BERRY: Thank you very much to the committee and to you, David.

Yes. Now, there is an executive committee report listed here with proposed bylaw changes, but I don't think there are any proposed bylaw changes unless somebody knows something I don't know, which is possible, so, therefore, yes, June, is there a proposed bylaw change?

MS. MAKELA: Well, there is a proposed bylaw change. It's on page whatever of this Board book.

CHAIRWOMAN BERRY: Page whatever.

MS. MAKELA: And I think there's been some confusion about what that proposed bylaw change says or doesn't say.

As far as my understanding--

CHAIRWOMAN BERRY: Page whatever.

MS. MAKELA: --it's simply a clarification of the current practice that the Board chair very clearly noted was confusing. The current bylaws are confusing as to whether people are elected or not to the Board. I think my reading of this proposed bylaw change is a clarification of our practice. And I see no reason not to put forward and vote on the bylaw change, however, I would like to make an amendment to the bylaws--a proposed bylaw change.

CHAIRWOMAN BERRY: I don't think we can do that here at this meeting because what the committee decided, I think, was to have Roberta and the attorney clarify the language consistent with the views of everyone that all it was, was the language. It didn't clearly state that people were supposed to be nominated and then elected separately. That was the discussion.

MS. MAKELA: Right.

CHAIRWOMAN BERRY: And we are not prepared to do--

MS. MAKELA: It is clear here. I think that--

MS. BROOKS: It actually is clear here. What I thought it--

CHAIRWOMAN BERRY: What page are you on.

[Simultaneous conversation.]

MS. SCOTT: Page 1.

MS. MAKELA: I'm on page 1 which is the proposed bylaw change that was sent to us--

CHAIRWOMAN BERRY: Oh, you mean this?

MS. SCOTT: Right. Notice of bylaw change.

MS. MAKELA: We were given notice of this and I'm very confused as to why we would take it off.

CHAIRWOMAN BERRY: I thought you were referring to language I read yesterday when I was--when we were-- which is on another page. Yes.

MS. BROOKS: We were all confused yesterday because the proposal that we just adopted was essentially

saying we were not going to implement the one signal area rep and the one LAB rep. This doesn't say anything about that, this bylaw change.

MS. SCOTT: Right. No, it doesn't.

MS. BROOKS: It says, "Nomination of directors" and then I would like--the amendment that June and I wanted to make is because I know my name is on here, but I actually didn't put this on here to my recollection. It's says, "Nomination of directors, candidates for directors may be nominate"--well, it says "nomination", but "may be nominated by" so we would have to correct that--"one, receiving a majority vote of a local advisory Board of two nominees from the local advisory board at least one must be a person of color.

Two, being nominated by "a Foundation's board development committee" which would speak to the processes of having two LAB reps and at-large members. And then it says, "or three, being nominated by a seated director", and I would like to strike that because I think if we have the Board development committee that is through the--you know, I would want to have scrutiny of who we're bringing on at the last minute.

Section three, election of directors, and this again is separating the nomination from the election which is what we were trying to achieve. In order to be elected a director a nominee must receive--as a director a nominee must receive the votes of two-thirds or more of the governing board of the foundation.

CHAIRWOMAN BERRY: Okay. So what this language does essentially is what we said yesterday we were going to have somebody do.

MS. BROOKS: Right.

CHAIRWOMAN BERRY: Which is to clarify that we meant this, but we have to take the last part off because also that would be valid if we were going to do this signal area business which we're not going to do. Number three I'm talking about which you have just stricken from the proposal.

MS. BROOKS: Right. So the only problem that we have technically is that the previous motion that we adopted says to drop the bylaw change. But what that bylaw change was referring to was the configuration of LAB reps and signal area reps. So does that create a problem?

CHAIRWOMAN BERRY: No, if the bylaw change--if he meant the proposal for a bylaw change which would have put in place signal reps which I understood to be the sense of the motion, which is what he was discussing, he wasn't discussing this.

If you drop the last--number three portion from it and if you change candidates for director in the second line, may be nominated instead of nomination--

MS. BROOKS: Right.

CHAIRWOMAN BERRY: --which is just simply a typo, I'm sure, by receiving a majority vote of a local advisory board of two nominees, at least one--all it does it separate the nomination from the election which is what we were talking about yesterday.

Yes?

MS. BRADFORD: Well, I do think that there is some process in that and also some language not necessarily in this bylaw, but that should be discussed. I mean, I think that if the LAB forwards as in my recent situation a director. And at coming to the table it is decided that they are not elected a director. I think that's a real problem between the LAB and this Board. I think that if there is some process in between nomination and director--I

guess what I'm saying is representing this going back out, there should be some good wording and some caretaking in what that process is or else it's sort of strange situation.

CHAIRWOMAN BERRY: I recognize the executive director.

MS. SCOTT: Yeah, I think we can take care of that problem that you raised yesterday in policies and procedures. It doesn't need to be part of the bylaws.

MS. BRADFORD: I did say that it doesn't have to be part of here--

MS. SCOTT: Right.

MS. BRADFORD: --but I did want to--

MS. SCOTT: Yeah, but it can be taken care of in policies and procedures.

MS. BRADFORD: And it should be.

CHAIRWOMAN BERRY: And the way it should be taken care of was your suggestion yesterday is that people ought to know before they come. Was that it?

MS. BRADFORD: Not only the board--not only on the level of the individual, but also in terms of the board coming and the LAB process. If they forward a nominee and you reject that nominee they should be able to forward another nominee so that they've got participation in that upcoming meeting.

MS. SCOTT: Right.

CHAIRWOMAN BERRY: Right. Right.

I recognize you, Frank.

MR. MILLSPAUGH: I think that the bylaw proposal could be greatly improved just on the basis of language and I'm not sure I'm following all of the suggested changes right now, but for instance, the parallelism of the principal proposition candidates, you know, because each element in the parallel structure should use the same subject.

Candidates for directors may be nominated by, being nominated by a foundation or a development committee. And that kind of thing makes, you know, spells out future confusion and contention.

I also wonder whether it's truly the intent to change the number of votes required for LAB representatives from the previous majority vote to now a two-thirds vote and I wonder if indeed what we have in mind here is requiring two-thirds vote of the whole Board to elect at-large members in the past. I believe it's been two-thirds of the members present and voting. There would be many instances--maybe many instances where we wouldn't have two-thirds of the board present. We would have a legal quorum, but we would be unable under this to elect any new members.

CHAIRWOMAN BERRY: So which suggestion would you make?

MR. MILLSPAUGH: I suggest that it be--that it would be two-thirds that first of all we retain a simple majority for the seating of LAB representatives as it has been.

MS. MAKELA: Where is that?

MR. MILLSPAUGH: That doesn't--

MS. BROOKS: One, candidates for the directors may be nominated by receiving a majority vote of a local advisory board.

MR. MILLSPAUGH: Yes. That's for the nomination process.

MS. BROOKS: Right.

CHAIRWOMAN BERRY: No, no, no.

MR. MILLSPAUGH: For the seating process for our election of them and seating of them here on the governing board--

[Simultaneous conversation.]

MR. MILLSPAUGH: --it was always a majority and now it's questionable again.

CHAIRWOMAN BERRY: Okay. Simple majority--

MR. MILLSPAUGH: The other issue was, I think it should be for at-large members two-thirds of the governing board members present and voting which I believe is what it says.

CHAIRWOMAN BERRY: So it would then read, in order to be elected as a director--

MS. BROOKS: Assuming a quorum.

MR. MILLSPAUGH: Assuming a quorum, of course.

CHAIRWOMAN BERRY: --in order to be elected as a director a nominee must receive the votes of a simple majority of the governing board for those who are nominated by LABs. And for at-large members they must receive two-thirds--at least two-thirds of the votes of those members of the governing board present and voting--present in the--two-thirds of the members of the governing board present, what, assuming a quorum?

MR. MILLSPAUGH: Well--

CHAIRWOMAN BERRY: Assuming the presence of a quorum?

MR. MILLSPAUGH: --quorum--

CHAIRWOMAN BERRY: Well, I've been in some meetings where people, you know, said, you didn't say that. But, anyway, we're going to assume that as a matter of record. But is that your suggestion?

MR. MILLSPAUGH: Yes, but if I could--

CHAIRWOMAN BERRY: Yeah, please.

MR. MILLSPAUGH: --having made all those changes I don't know whether this constitutes any change in the bylaws.

[Laughter.]

CHAIRWOMAN BERRY: What do you mean?

MS. BROOKS: It does.

CHAIRWOMAN BERRY: It does.

MS. BROOKS: It clarifies the question that the chair raised yesterday.

CHAIRWOMAN BERRY: The only question is separating the election from the nomination. That's the only change it would be making.

Yes, Loretta?

MS. ROSS: Am I to understand that that proposed change then sets up different standards for election that the LABs--

CHAIRWOMAN BERRY: Yes.

MS. ROSS: --have a separate process from the at- large members? What's the rationale for that?

MS. SCOTT: There's none.

MS. ROSS: There isn't one?

MS. SCOTT: There isn't one.

MS. ROSS: If there is no rationale, I'm not quite sure--

[Simultaneous conversation.]

MS. ROSS: --if someone could explain it.

CHAIRWOMAN BERRY: You mean at the governing board level?

MS. ROSS: At the governing board level. The election, you know.

CHAIRWOMAN BERRY: Okay. Anybody else want to make a comment before we explain? Yes, Alexis?

MS. GONZALES: Frank's question bring another question. It simply refers to original language which presumes that original language is the current bylaws. And looking back in our bylaws the language says two-thirds. Although, as Frank has pointed out, in the past we certainly have operated as if our bylaws it's a simple majority. I believe they have, but it refers to this two-thirds again. Could we have some clarification as to really what the original language is?

MS. BROOKS: It's on the page.

MS. GONZALES: I saw that page, but I also have the--

MS. BROOKS: No, that's the proposed--

CHAIRWOMAN BERRY: On page 71.

MS. BROOKS: --that was proposed in January.

CHAIRWOMAN BERRY: You mean the bylaws?

MS. GONZALES: I'm looking at the one at 1991, those. I'm looking at our current--

MR. MILLSPAUGH: It's on page 71?

MS. GONZALES: Page 72.

[Simultaneous conversation.]

MS. GONZALES: Right. This is a question, this refers to original language. I am now looking at the proposed original language.

MS. BROOKS: No, it doesn't. It says the language below was proposed at the 6/15/97 meeting. That is not--it has never been passed.

CHAIRWOMAN BERRY: That's the language below. In other words, the language that you see in the big black letters was language that the Board development committee rejected and asked us to vote instead to get four at-large directors. Am I right?

MS. BROOKS: Right.

MS. ROSS: That's right.

CHAIRWOMAN BERRY: The big block letters. The rest of it that's not in block letters and forgetting about the note colon is what is supposed to be the existing bylaw.

MS. BROOKS: No. No.

CHAIRWOMAN BERRY: That's what it says.

MS. GONZALES: I'm looking at the small black letters.

MS. BROOKS: The original--

[Simultaneous conversation.]

MS. GONZALES: But not the smallest black letters.

[Laughter.]

CHAIRWOMAN BERRY: The small, but not the smallest.

[Laughter.]

CHAIRWOMAN BERRY: Okay.

MS. GONZALES: Which says, "Section 2, election of directors, in order to be elected a member must receive the nomination" et cetera, et cetera by--"in which in that she/he must be elected by two-thirds vote of the Board of directors of the foundation."

MR. MILLSPAUGH: That's only for at-large--

MS. GONZALES: Right. Right. For at-large. And I'm just trying to get clarification. Is that the language that we are referring to whether or not it's being done or not.

CHAIRWOMAN BERRY: Point of information, I thought so which is where I started yesterday reading that.

Did you have something to say?

MS. TILSON: I did. You'll see that--and I apologize for the confusion in putting forth these documents. Section 2, election of directors is the original language. And it is repeated just for--it was supposed to be for your clarification, but obviously that didn't suffice. It created some confusion.

That is the original language. The stuff in bold was--

CHAIRWOMAN BERRY: Rejected.

MS. TILSON: --what you had proposed at the last meeting, but was turned down and was kept in there just in hopes, if there were any questions that you had, you could go back to that.

CHAIRWOMAN BERRY: Alexis, look on the first page of the book where we're talking. That language there is supposed to be the same thing as what you just read on page 71.

MS. GONZALES: Okay.

CHAIRWOMAN BERRY: Which means that's supposed to be the language that we're operating under until we make a bylaw change.

MS. TILSON: That's correct.

MS. GONZALES: And we are operating--we're all-- okay.

CHAIRWOMAN BERRY: And so the query now is what are we going to--we are considering this bylaw change which I now understand is a bylaw change which is being amended as we go along, and we're doing it under the procedure which is under Article 9 of the bylaws which is the provision for amendment of the by bylaws. And that's the authority by which we're doing this.

Yes.

MS. ROSS: I haven't received my clarification as to why the difference between--

CHAIRWOMAN BERRY: Right--somebody wanted to comment on that.

MS. ROSS: So if they'll explain to me.

CHAIRWOMAN BERRY: Why the difference? Is there someone who remembers why there's a difference between a simple majority used to approve LAB nominees and two-thirds for the others. You weren't here. So you know the reason? Great. You do know the reason, Cheryl?

MS. BRADFORD: No.

[Laughter.]

CHAIRWOMAN BERRY: Oh, okay, but does anybody know why this was done? Is there some rationale? Yes, Frank.

MR. MILLSPAUGH: The rationale is simply that the local area board representatives were nominated by a body of people whereas in past at-large members have been nominated by individuals. And so it was thought that there was--had been more thought, greater constituency element through the nomination of the LAB representative and correspondingly less so for at-large members.

It may be well be that now we are creating a committee to vet at-large nominations that there should not be a distinction between the two in terms of the numbers that vote and then it raises a question, do you raise the threshold on the LAB rep, or do you lower the threshold on the at-large. And I think this is something that we may want to, you know, discuss.

CHAIRWOMAN BERRY: And the reason for the Board-- the national board as I understand it today voting on the person who is sent by the LAB is it's part of the vetting process that the person is first vetted by the LAB as sent forward and it does give the governing board an opportunity to review and if there is some reason that--I can't imagine what it is, but, oh, let's make a really startling hypothetical. Suppose the governing board discovered which the LAB did not, this person was a head of an international ring to import, you know, stolen cars from Albania to Russia.

[Laughter.]

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Then one could say, by 50 percent we don't think you ought to send this person, let's talk about, you know, you send somebody else. I mean, maybe that's the kind of thing that's meant. I don't know.

Cheryl, did you want to say something?

MS. BRADFORD: Well, I did want to acknowledge to two-tier process for one. I think that you have a LAB that's scrutinized. I mean, even the bizarre--

[Laughter.]

MS. BRADFORD: --that you just suggested is--it's funny, but it's not. I mean, you know, it's not because there's a room of people there trying to do the same scrutiny that this room of people would be trying to do. So I do think that if you're talking about parity then you're talking about creating a two-tier process for the at-large members. Or else we're not really talking about a parity.

CHAIRWOMAN BERRY: So the at-large members have the board development committee now?

MS. SCOTT: Right.

CHAIRWOMAN BERRY: So a query, do we want to make the same vote for both at the governing board level? Whatever number we come up with?

MS. SCOTT: Yes.

MS. BROOKS: Yeah, I would propose that we do. But I also think that we can't do this today.

CHAIRWOMAN BERRY: Why not?

MS. BROOKS: Because in reading this, and I know you're a stickler on this, these bylaws may be amended, altered, and repealed in whole or in part at any meeting of the governing board provided that the proposed changes have been submitted to each member, blah-blah-blah. So I'm not sure that we have--I would like to talk with our attorney--

CHAIRWOMAN BERRY: But that does not preclude the body discussing the change--

MS. BROOKS: I absolutely agree. Because I'm going to be the one to talk to the attorney and I want to know exactly--

CHAIRWOMAN BERRY: Wait--may I please finish?

MS. BROOKS: Yes.

CHAIRWOMAN BERRY: It is understood that if you put it out ahead of time and people come to the meeting and want to make changes in language at the meeting, they can.

MS. BROOKS: All right.

CHAIRWOMAN BERRY: It's not that you have to start all over again.

MS. BROOKS: Okay.

CHAIRWOMAN BERRY: And then next time come to the meeting again and somebody says, I want to change, you know, this to that. And you say, okay, let's send it out again.

[Laughter.]

CHAIRWOMAN BERRY: And then at the next meeting somebody says, well, I don't like that. If that happened you could never make any change. The whole purpose is so that--if I understand the purpose routinely, and you can tell me if I'm wrong, in other things that I'm familiar with in this regard is, people notice that there's a change proposed for that section, they notice what the change has suggested, and it doesn't mean that they can't come with amendments which everybody agrees to. There is a substantive question as to whether we want to put it out again because we think it somehow has no relationship to the original proposal. That's the only reason why you would send it back.

But you can make changes at a meeting in language.

Yes, Loretta?

MS. ROSS: I would argue that first of all I have tremendous confidence in the vetting process by the LABs and the vetting process by our development committee. And we have other mechanisms for review, you know, if we don't have confidence in them. So I would propose that a simple majority vote or a two-thirds--I think there should be parity. I don't care which one it is that much so much as that it's the same process for both. So that it doesn't create the impression of a two-tier process. I'm not sure that I want to be part of creating that impression. And so I'm not so concerned whether we go to simple majority, or a two-thirds, but that candidates from both streams get it subjected into the same process in terms of voting.

CHAIRWOMAN BERRY: Okay. So where we are here is that we now have before us the possibility of approving this bylaw by dropping number three which is not relevant to the situation, making a change which would have the election of directors done by a simple majority of the governing board. I think that was the last suggestion which would be either-- it doesn't matter whether you're at-large or LAB nominees and with the

understanding that the at-large members are vetted by the board development committee before they're presented to the board.

And the query is whether we wish to approve this or whether we wish to defer it again which I don't care one way or the other, although it is my judgment that it's not a substantive change that is so unrelated to the matter at issue that someone should say that we had noticed it. I think we have noticed it. But if there are people who feel uncomfortable about it, we can--send it back again.

Did you want to speak, Roberta?

MS. BROOKS: I just wanted to ask then, further clarification of whether--on this point that Frank raised, whether it's simple majority or two-thirds. Is it of those seated in a quorum?

CHAIRWOMAN BERRY: Those seated in a quorum. Those seated in a quorum.

MS. BROOKS: So we would have to change that language.

CHAIRWOMAN BERRY: Right.

Any other opinions? Somebody will have to state that motion other than me if we're going to do this. Restate the motion and move that we approve and then we can decide--then I'll ask if there is further discussion after the motion is presented.

Can I get somebody to present? Yes, Loretta.

MS. ROSS: I move that candidates for board of directors whether nominated by the LABs or the board development committee be seated--or should I say be voted on--

[Laughter.]

MS. ROSS: --by a simple majority of the board members present in quorum. Does that get it all?

CHAIRWOMAN BERRY: A comment on the motion?

MS. BROOKS: I don't think you need to say "either/or" we're talking about all nominees.

MS. ROSS: Okay.

CHAIRWOMAN BERRY: Yes.

MS. ROSS: So all nominees no matter. All nominees.

MS. GONZALES: How ever they got there.

MS. BROOKS: Nominees must--a nominee must--or nominees must?

[Simultaneous conversation.]

MS. MAKELA: The language is fine.

MS. SCOTT: The language is fine.

MS. MAKELA: A nominee must, and then you just change two-thirds to a simple majority of those seated and a quorum of the governing board of the--

CHAIRWOMAN BERRY: But the motion must also include dropping number three--

MS. ROSS: Right.

MS. MAKELA: Right.

CHAIRWOMAN BERRY: --in section one--section two, rather--

MS. ROSS: --being nominated by a seated director be stricken.

CHAIRWOMAN BERRY: And the understanding is that the typo will be amended and fixed in the first line.

MR. MILLSPAUGH: And the parallelism repaired.

CHAIRWOMAN BERRY: And the parallelism repaired. All right. That's the sense.

Could I get a second and then further discussion?

MS. GONZALES: Second.

CHAIRWOMAN BERRY: Okay. Further discussion? Yes, Rob?

MR. ROBINSON: I agree with what you said, I would just suggest that since the bylaws themselves are a little big vague on the exact number of directors that the final language be clear about the constitution in terms of the station representatives and at-large representatives in terms of the numbers, and how the process of vetting, the criteria for candidacy, the nomination process and the election process are to work in tandem in the seating process.

CHAIRWOMAN BERRY: I'm not--I mean, I understand what you're saying, but I'm not understanding how one would say that. And it would be in the policies and procedures, I would think.

MR. ROBINSON: Then in the policy manual, just so it doesn't seem like the process is so stream of consciousness.

CHAIRWOMAN BERRY: Stream of consciousness.

[Laughter.]

CHAIRWOMAN BERRY: If this bylaw change is approved the policies and procedures, it is understood by unanimous consent, will be changed to more detailed a process consistent with the discussion that took place here today.

MR. ROBINSON: Right.

CHAIRWOMAN BERRY: Any other discussion before we vote on this?

[No response.]

CHAIRWOMAN BERRY: All those in favor indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed.

[No response.]

CHAIRWOMAN BERRY: So ordered.

So I was wrong, there was an executive committee report. Oh, well.

Program committee report--and I don't know what you do normally, but I think if we're supposed to have public comment at a certain time, we're supposed to have it at that time. At least that's what I do in other bodies that I serve on.

So, we're going to have to stop in a minute to do public comment and come back because we're off schedule.

Go right ahead, please, Frank.

MR. MILLSPAUGH: The program committee met on Friday afternoon for about an hour and three-quarters. And I presented a summary of what had taken place at the previous meeting and in the interim discussions we've heard from four of the managers explaining the implications that the graphic reports. Each of the managers has agreed to provide a summary of their remarks in writing to me which I will then circulate with my summary which I gave at the meeting to all the members of the Board to keep you up-to-date on progress in this project as thus far there has been progress.

And there has been. I think the issues have been framed. I'm asking that each of the--that subsequent to receiving these materials at the latest that each of the station local advisory boards take up this issue as we have started to do at WBAI to increase the quantity and hopefully the quality of the input that the committee is receiving.

We also ask that the local advisory boards and/or the station management begin to investigate the possibilities of cooperative efforts with Communications Departments at appropriate institutes of higher learning to frame research issues as to audience needs with per-student-graduate student projects in cooperation with the communication department. And further that the--it was observed that the local advisory boards generally have no familiarity or certainly very spotty with that audience measurement and analysis system such as Audigraphics, and that in an effort to learn more about listener habits at the station that each not only listen to their own air, but the station local advisory board should receive a little primer on how to read the numbers. Not that that's the most important single criterion for evaluating whether stations are meeting community's needs, but is certainly an index of it.

I have requested that because as someone observed it is not terribly useful for us to compare the numbers at one Pacifica station against another Pacifica station since we are all in different markets whereas it may be useful to compare the numbers of say WBAI against WNYC AM/FM which is a cross--which is a frequent crossover audience and get a sense of what we're doing against those stations. So those kinds of numbers will be provided me, I understand, in the future.

As I say, when I have the materials from each of the station managers I will put together a--

[Simultaneous conversation.]

MR. MILLSPAUGH: --all of the board members to bring you up to date on that. And also ask you to not only feel free, but to feel, you know, some minor obligation if you don't have a competing committee meeting to go

to you start attending these meetings because this is an issue that will affect the entire system as we try to bring ourselves into compliance with whatever the hell the FCC meant by and the CPB means by the local advisory board's responsibility to review and assess the programming services to their communities since there is no precedent for any other public radio stations of having actually done this.

CHAIRWOMAN BERRY: Really?

MR. MILLSPAUGH: Insofar as we can determine.

CHAIRWOMAN BERRY: Okay. So--

MR. MILLSPAUGH: And that's my report.

CHAIRWOMAN BERRY: All right. So you don't really have any action item for us.

MR. MILLSPAUGH: No action item.

CHAIRWOMAN BERRY: Okay. Well, we thank you very much for your report. Could we get a motion first to accept the program committee report? We will discuss it after the motion.

MS. BROOKS: Okay. I so move.

CHAIRWOMAN BERRY: Second?

MS. GONZALES: Second.

CHAIRWOMAN BERRY: Okay. Discussion.

MS. BROOKS: I'm wondering, Frank, if you would be willing to make yourself available to the chairs of the boards if they--you know, by phone, if they have questions of how you would suggest, you know, having been in this business for a long time, or anybody else in the--you know, how you would suggest they go into this needs assessment process?

MR. MILLSPAUGH: Well, I would be happy to be available to them, however, I think I'll be probably asking them more questions than I'll be answering of theirs. But that--

MS. BROOKS: See, because I actually think that even though it's a requirement and some of us regard it as onerous that it really give extraordinary--to the stations to find out. Specifically what I am interested in is, you know, what communities are we not serving.

MR. MILLSPAUGH: Uh-huh.

MS. BROOKS: We know the communities that we're serving to some extent. But we really don't know, at least I would say at KPFA, and I'm sure it's true at others, those communities that we are not serving that to do so would be more consistent with our mission.

So I actually think it's an extraordinarily important effort. I think it's been minimized, and I think that, you know, we haven't given much direction. And I keep hearing from our LAB is we really don't know how to do this, you know, and if there's anybody that could help us we'd be happy to do it. I mean, there have been focus groups, that's one way. But that's going to bring into a room, I mean, self-appointed focus groups; people who are invited to attend a public meeting are going to be folks who are already listening.

MR. MILLSPAUGH: Yes.

MS. BROOKS: And what I think we don't know in our station, and I'd be surprised if anybody could tell me that they singularly do know is, who isn't listening. That to have them listening would be much more consistent with our mission.

MR. MILLSPAUGH: I quite agree.

MS. BROOKS: Specifically communities of color and some of the other stations other than WPFW.

CHAIRWOMAN BERRY: Okay. Any other discussion?

[No response.]

CHAIRWOMAN BERRY: Okay. All those in favor of accepting the program committee report indicate by saying, aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed.

[No response.]

CHAIRWOMAN BERRY: So ordered.

The next item on the agenda is actually the council of chair's report. And I can't tell whether my watch is right, so I don't know if it's 11:15 or what time it is.

MS. SCOTT: I've got 11:15.

CHAIRWOMAN BERRY: Yeah. So we're going to have to--ma'am, you're going to have to wait because we have to do the public comment now.

Could those person who are here for public comment at this meeting--is there a list somewhere or how is this done?

MS. GONZALES: It's right there.

CHAIRWOMAN BERRY: Thanks, I needed that.

Could Mr. Earl, whose last name I cannot read--

MS. SCOTT: Maitland.

CHAIRWOMAN BERRY: Maitland please come forward. Yes?

MS. ROSS: In terms of process, we have at meetings I've been at set up some rules of procedure for public comment so that everyone gets an equal chance to give their voice and no one speaks on and then clips the possibility of other people getting a chance to speak. Are there rules governing that?

CHAIRWOMAN BERRY: Right. We're going to ask each person to speak for no more than two minutes.

MS. ROSS: Okay.

CHAIRWOMAN BERRY: And I don't know who is keeping time. Could someone keep time?

MS. ROSS: I will do that.

CHAIRWOMAN BERRY: Mr. Maitland, could you please come forward.

MR. MAITLAND: Where is forward?

CHAIRWOMAN BERRY: Right there at that--come over here to the table. Why don't you sit in that middle chair, nobody's in it.

Do you want to stand? Okay. Stand.

MR. MAITLAND: My name is Earl Maitland and I'm from WBAI radio in New York. I'm also a shop steward and with me from WBAI is Fred Chune, Janice Kay Bryant, Brother Shine and Patty Heffley. And at this time I'd rather yield to Fred Kuhn and I'll speak after my colleagues.

CHAIRWOMAN BERRY: After them? Okay. So we'll start your two minutes after. Mr. Kuhn, could you come forward, please? Mr. Fred Kuhn.

MR. KUHN: Okay. I'm Fred Kuhn. I did my first volunteer shift to WBAI in 1967 for a drive. I've worked there full time since 1978. I'm the receptionist and switchboard operator, host and producer of a program called Light Show which is a folk music program.

I see polarization, at least the perception from our side, and I want to talk a little bit about ownership and stewardship. From the standpoint of a lot of the local staff, paid and unpaid, and listeners and communities around us, there is a question as to whether the national office and board see themselves as entrusted with responsibility for an institution with a history and a life of its own that predates them or whether they see it as their property.

Now, I get the sense that on the other side, from national, there's a sense that you're prisoners of all this history to a certain extent and there's a certain sense of constraint.

My hope is that if each of us can sort of see the other's perspective in this, that with that binocular vision we'll get a little depth perception, we can triangulate a little bit and get a sense of where the fault line is, and maybe avoid the quake that would crack the foundation.

Thank you.

CHAIRWOMAN BERRY: Thank you very much, Mr. Kuhn.

Ms. Janice Bryant, please come forward?

MS. BRYANT: My name is Janice Kay Bryant, I'm a producer for Wake-up Call, the morning show at WBAI. I came here today to ask for the board's understanding--to request their understanding. We're here and we're tired not just from being up all night, but I think we're psychologically tired, too, with all the things that have been happening.

And now I'm feeling a little pessimistic. I heard the finance committee's report in which we were admonished to be very strict in our adherence to the budget when we move. Now, I could be wrong, but my understanding is

that a large part of that move was based upon the national board giving us \$300,000. Now my understanding has also been that \$100,000 of that money has been pulled back. That right there means we're moving with a shortfall.

As I said before, we are tired. We raise money, we work hard, and we'll raise this, whatever is asked of us, we will do. But all this stuff is having an effect on us.

I have here two newspapers. I have David Hinkley's column from the Daily News from yesterday. This was in the Daily News. There was something about WBAI, also in the Post. And what's in the Daily News is, I'm assuming, a listener. He said he had been giving money to the station for 30 years, but here, I quote, "But not now, not until they come clean about their anti-labor activities and suppression of free speech." And I'm sure you have heard, I guess it was Alexander Cockburn had something in the Nation and this has been going on and on. And this is something that we're all hoping will end.

We are feeling like we're at a disadvantage already with the move. And I'm just saying this is for your information and, as I said before, seeking your understanding and hopefully some more support because we're all really trying to do the same thing.

Thank you.

CHAIRWOMAN BERRY: Thank you, Ms. Bryant.

Brother Shine, please come forward.

BROTHER SHINE: Yes, good morning to the Board. I just want to quickly say, I have--for the last two and a half years I have been working at WBAI for a minimum of-- between 40 and 60 hours a week as unpaid staff. And as unpaid staff Pat or any of the board members will not sit down with me, an elected shop steward, because I'm not paid staff.

I think there's a few of us--we don't elect people to shop stewards just to be electing them. We have to feel what's going on in the station. So I wanted to say that in terms of our collective bargaining is.

Second of all this is--you know, I'm not sure what a national board or a local advisory board is supposed to do, but we are being--a lease has been signed for us to move in the middle of a labor problem. It's hard enough for us to make those things work when we do move. It's hard enough for us to make things work now. So we're going to be moved and we're in the middle of a labor problem. And are you all condoning that? You know, do you all really--you know, it feels like, you know, we've been put in place with we can't win. And I'm saying that because things are growing at--you all just said what work we have done in spite of labor problems.

We have not--the union has not or the producers have not attacked the matter because we love the station. But we're making it work in spite of the union problem. And we're not--

CHAIRWOMAN BERRY: Okay.

BROTHER SHINE: I just don't understand the move.

CHAIRWOMAN BERRY: Okay.

BROTHER SHINE: And the last point I wanted to make, in terms of the advisory local advisory board, I know you by face from last year, Frank; I know Nan. I know none of the other advisory board. I think something's wrong with that as well.

CHAIRWOMAN BERRY: Okay. Thank you very much.

Mr. Maitland, you said you wanted to come back and do your time.

MR. MAITLAND: I have one--

CHAIRWOMAN BERRY: Who is the other one?

MR. MAITLAND: Patty Heffley.

CHAIRWOMAN BERRY: Yes, I see your name. Yes, Ms. Heffley.

MS. HEFFLEY: I address these comments mainly to Dr. Berry as I have expressed my feelings to most of the other members previously.

My name is Patty Heffley, I'm a member of Save our Station a collection of concerned listeners and producers from WBAI. We wrote you on July 17th, an invitation to meet with you, but received no response.

We who care have been made to feel like troublemakers, impeding progress, reincorporation. This is exactly opposite of the message put forth in every fund drive. When you get my financial report--support behind this charade, you are getting my money under false pretense. It is deception.

If Pacifica is so righteous why all the secrecy, no minutes published until now, until now mostly executive sessions--to promote the message and do damage control on union busting, CPB findings to name just a few.

Are the people only good enough to cull money from, but not deserving of accountability and honesty? Listeners are becoming aware of this prophecy. What's at stake here is community radio. It is Pacifica's duty to preserve it as written in Lou Hill's mission statement. It is a medium if adequately promoted and nurtured has the ability to truly inform and more importantly affect change.

I have seen people released from prison, Maurice Biggerman, Louisiana; Bernie S. in Pennsylvania by the power of this tool called community radio. It is quickly deteriorating because of the actions that Pacifica and WBAI's management that I have seen since joining the struggle to save this irreplaceable gift.

On behalf of Save our Station, and in reality, all people since WBAI and Pacifica has influenced more than just its listeners, I am asking you as chair to turn the tide, to return to preserving the mission of community radio before we are left with what we should disguise, an ineffectual cash cow.

CHAIRWOMAN BERRY: Thank you very much, Ms. Heffley.

Mr. Maitland.

MR. MAITLAND: Again, my name is Earl Maitland I am a producer at BAI. I work more than I am paid and I am happy to do it. I'm also a member of the union and shop steward.

I've been fortunate to be on the road for the last 10 days from Minneapolis, Minnesota--some people say--I say it's down, people say it's up, up north, back to New York and now I'm here in Washington, D.C. And along the ways I've listened to radio and hear people sing the praises of Pacifica and BAI.

Yesterday I stood at the hearing where I testified on the issue of killing in police custody. Before that I have been to hearings where the United Nations are sending a tour into New York and the United States to listen to the human rights violation that people of color are purporting that is taking place in the United States.

The medium that I see there is Pacifica. Pacifica to me is a valued institution.

Janice Kay Bryant made reference to two articles that appeared in the local papers in New York yesterday. I spent a good deal of the night, this morning to locate these papers. One is the New York Daily News, the other one is the rag we call the New York Post. I was successful after a long search. People are not reading much of it anymore, but in that paper it referred to a woman as a voter who couldn't get information on finding where to vote and the League of Women Voters told her to call WBAI.

[Laughter.]

MR. MAITLAND: That is what we mean as an institution.

I'm here representing the union. I'm also here representing myself and I'm saying two things. And I'd like for the Board to take them under serious advisement.

The first one is the gag rule that we have serious work to do at BAI and it needs to be worked out. It can't be worked out on the air. It has leaped out into general media and this needs to be settled. These issues need to be addressed.

I will be speaking at the Media and Democracy Conference and I will report that Pacifica and its leadership should address the progressive community and let us work these matters out because we are destroying an institution, as I say, that is needed.

The next issue is the issue of settling this union contract. We at BAI and in the union feel that the NLRB ruling is a progressive step and it is a--how can I say--not a blow, but it is something positive in the history of workers right in this country and it ought not to be appealed.

MS. ROSS: I don't want to cut you off--

MR. MAITLAND: I'm going to be finished ma'am.

CHAIRWOMAN BERRY: Just a minute, Loretta.

MS. ROSS: Okay.

CHAIRWOMAN BERRY: You can have 30 more seconds.

MS. ROSS: I was saying he could go for three.

CHAIRWOMAN BERRY: He's got three already?

MR. MAITLAND: And to that end I am here to request that Pat Scott or you, Ms. Berry, come to BAI and let's sit down and negotiate a contract. Let's work the differences out over the table rather than let this thing drag on much longer. That's what I'm here to say.

CHAIRWOMAN BERRY: Thank you very much, Mr. Maitland for your comments.

I don't know--and thank you board member Loretta Ross for assisting me in this regard. I don't know whether you folks ever answer people who make public comment, but I think that since we're keeping a record of this meeting I intend to answer some of what you said. And I am.

First of all, I will come to New York and I will meet with people--anybody who wants to meet with me. I don't

know when I'm coming, but I plan to visit all the stations. And I've already planned to do that before I came to this meeting.

Secondly, I am not going to negotiate any contract because that's not my job. Thirdly I am not interested in destroying WBAI or any other station in the network. That's just plain ridiculous. I have better things to do with my time.

And I intend not to preside over a chair or board if anybody on the board or at the LAB is working with my knowledge to try to destroy the institution. That's not-- we're here to try to keep the stations going and make them prosper.

And any of you, I think the best thing you could do for your station is to try to resolve internal disputes internally if you can, and to help out as much as you can so that the stations can continue to grow.

I wanted to ask Pat Scott just FYI so that it's on the record, isn't the union contract being negotiated or there will be negotiations, or what's the deal real fast?

MS. SCOTT: What's happened with the union contract at WBAI is that--National Labor Relations Board--we filed an appeal with the National Labor Relations Board on the issue of volunteers in the union. And we have waited on advice of labor attorneys to continue negotiations until we get a ruling.

And we also, as far as paid staff is concerned, initiated pay increases.

CHAIRWOMAN BERRY: Okay. So no negotiation will be going on--

MS. SCOTT: Until the NLRB--

CHAIRWOMAN BERRY: --Immanently?

MS. SCOTT: That's right.

CHAIRWOMAN BERRY: Imminently. And it's because of the NLRB.

What is the "gag rule"? I don't know what he's talking about.

MS. SCOTT: It's been called the "gag rule". It's a long-standing Pacifica policy that simply says internal disputes are not to be aired.

CHAIRWOMAN BERRY: When you say "aired"--

MS. SCOTT: Broadcast.

CHAIRWOMAN BERRY: --you mean on the radio?

MS. SCOTT: Broadcast.

CHAIRWOMAN BERRY: Oh, you don't mean people can't go out and talk?

MS. SCOTT: That's correct.

CHAIRWOMAN BERRY: They just don't get it on the radio?

[Laughter.]

MS. SCOTT: On the air.

CHAIRWOMAN BERRY: On the air at the radio station.

MS. SCOTT: On our air.

CHAIRWOMAN BERRY: Oh, I see, okay. All right. Then we thank you for your time.

The next speaker will be Mr. Dan Siegel. Please come forward.

MR. SIEGEL: Thank you. Is it all right if I sit down?

CHAIRWOMAN BERRY: Sure.

MR. SIEGEL: Good morning. My name is Dan Siegel, I'm an attorney from Oakland. I'm new to Pacifica's internal life. I've been a listener and a member and occasionally interviewed on the air, but that's it.

I came here as a representative of a substantial number of groups and individuals to lobby you on the governance decision which apparently has turned out to be unnecessary for which I applaud you and I hope that the decision--

[Laughter.]

MR. SIEGEL: --made today and yesterday really are the first step in healing some of the breaches that exist within the Pacifica community. And I have just a couple of suggestions that I would like to offer as to things that might be done to continue this process.

I think that this dispute is engendered by virtue of the fact that the local boards are so weak and that problems have developed between the local and national board. Many organizations, and I've been part of two, the ACLU and the YMCA train their local people in developing local boards. And I think that some of that training and some consultation would be very helpful.

If your local boards were strong and help you raise money, they could bring in greater support to their communities, and, frankly, you could eliminate the problem where a couple of people who are perhaps not constructive can dominate these discussions. The more people you have, the less influence an individual has.

The second thing is, and Dr. Berry, I think you are already moving in this direction, is that in my mind the more openness the better. I've worked in the public sector where everything is open. And the idea of taping the meetings, putting the minutes on the internet, putting the agendas on the internet, I mean, it can't hurt. Secrecy breeds paranoia.

I think many of the disputes that I've been able to understand within the last few weeks have to do with lack of information. And I can't imagine that there's much that this board does or that Pacifica does which really needs to be secret. And so I suggest that as well.

CHAIRWOMAN BERRY: I'll give you another 30 seconds.

MS. ROSS: I'm just letting you know when your time is up.

CHAIRWOMAN BERRY: Okay.

MR. SIEGEL: Okay. I'll be fast.

Again, learning from other organizations, the YMCA in which I have participated for many years has had to deal with an analogous problem. On the one hand you've got a concern about finances, meeting the membership's needs, on the other hand in the Y it's been adherence to its historical purposes of helping children and families. The Y and other organizations had grappled with this problem and managed to strike a reasonable balance. Again, I think there are lessons to be learned.

Fourth, and this is perhaps simple. I've been listening for the last two days about your all confusion about the articles and the bylaws. I think that you should have your attorney and perhaps the committee redraft the entire documents so that the board and members of the public will understand what the articles and bylaws say and mean.

And finally, and, again, I think this is already under works, Dr. Berry, the idea of going on the road perhaps with Pat Scott and other members of the board, going to each community, meeting with the LABs, inviting the public in, will, I think, do a tremendous amount to heal some of these problems.

I think that an effective way, and I thank Roberta Brooks for meeting with me last Monday, is to lay out what you're trying to accomplish. These are the goals. This is the strategic plan, these are the problems. Now members of the local board may help us solve them. I think when you do that people feel constructive, they feel challenged, they make contributions, and it's harder simply to stand there and dissent when you make a demand to people to help out. And, frankly, I think the vast majority of us will be happy to do so.

CHAIRWOMAN BERRY: Well, thank you very much, Mr. Siegel, that's very helpful.

MS. BROOKS: Are any other people allowed to make a comment?

CHAIRWOMAN BERRY: What do you mean "any other people"? Oh, you mean people on the board?

MS. BROOKS: Yes.

CHAIRWOMAN BERRY: Yes, please.

MS. BROOKS: Okay. I would just like to thank Dan for his comments and hope that you will also take back to the folks that asked you to come here, that, you know, this is not some horrible organization that is out to, you know, win some power struggle but is actually working in good faith to what I believe is preserve the only institution in this country that is an independent network and provides and adheres to its mission which is to bring people together and to go into the communities that have not been heard and to bring this all together. So I would really hope that you will help with this.

MR. SIEGEL: I'll do that. Because I know that's true.

CHAIRWOMAN BERRY: Mr. Kenneth Rothchild is listed. Please come forward.

MR. ROTHCHILD: This may take slightly longer than two minutes.

First I appreciate the opportunity to be here.

MS. BROOKS: Can you tell us where you're from?

MR. ROTHCHILD: [Off mic.] I'm from Washington, D.C.

I appreciate the opportunity to be here and I welcome you, Dr. Berry. I'm glad there's some new blood coming into the leadership of Pacifica.

I personally have broadcast on WPFW for five years and before that I had done five years of broadcasting in another community station.

I am very, very concerned about Pacifica in the larger picture. I will give you a little bit of example of what happened to me and I will show how that goes into the general category.

I was told--one day I called into the program director's office about--was told that my program was canceled. I was never given any really clear about why the program was canceled. I have never been given any prior notice that my show was questionable or that it may go off the air. But I did get one comment from Drepemba, who at the time was the program director, and he implied to me that my criticisms of the current mayor at that time and the mayor now, Marion Barry, to be distinguished from Dr. Berry- -

CHAIRWOMAN BERRY: I hope.

[Laughter.]

MR. ROTHCHILD: That my comments on the local politics and Marion Barry were not helpful to my case. And that's the only thing I ever really heard about my show and it was just, period.

I brought this to the national board, Jack O'Dell, who was the chair at that time, that was about 1989, and I got no response and no interest. It was almost as though, very nice, now go away.

I never got that issue resolved. I still feel bad about it. I'm not here for my purpose, but it's from that that my extension into the national operation of Pacifica, that's where the thrust of it came.

MS. ROSS: Two minutes.

MR. ROTHCHILD: Okay. Thank you. I'm about a third through.

[Laughter.]

MR. ROTHCHILD: Basically what concerns me in listening to some of the dialogue--

CHAIRWOMAN BERRY: You have one more minute, Mr. Rothchild, just like everybody else did.

MR. ROTHCHILD: Okay.

CHAIRWOMAN BERRY: I am extending your time by a minute.

MR. ROTHCHILD: Okay. But what I'm concerned about is that there is no real focus on political social and philosophical development in our culture and in our country and throughout the world.

I hear a lot of talk about finances and so forth. I'm concerned, for example, that Pacifica or WPFW becomes an asset in the local community and basically it becomes grabbed up and controlled. It appears to me, it is a personal opinion, in the local market here that our local democratic machine--the democratic party, the local party, has basically made sure that they have their friends at the local boards and on our board--WPFW board, and that there would be no real true independent criticism of our local government.

We never hear any really good discussion or criticism of what is going on in Washington, D.C.

CHAIRWOMAN BERRY: Okay. Your time is just about.

MR. ROTHCHILD: Okay. I'm almost over. We should really have an independent voice and we're not getting that independent voice. And I don't hear a discussion of programs and what are the values and the things we're trying to accomplish at Pacifica.

I would like to make one recommendation that happened--that was at another station that I worked at. We had twice a month, twice a week, two hourly shows called "Open Forum." Those shows were devoted to listener comments on air and criticisms and questions where their community basically on the air could ask their questions, make their comments and suggestions.

I think that is so fundamental to a community station to have that dialogue going on, on the air, between the listeners and the station on a continuing basis in a regular time slot and then people can basically follow through.

Now, I'm--

MS. ROSS: Four minutes, sir.

MR. ROTHCHILD: I'm concerned, but we do have until a quarter after.

CHAIRWOMAN BERRY: Your time is up, sir.

MS. ROSS: Yes, but other people have lined up to speak and you can't eclipse their time.

MR. ROTHCHILD: But what I'm concerned about is that we have more of a policy of gag orders and things of that nature and that we are discouraging dialogue with the community and openness rather than encouraging it. So, I would hope that with the new director and the new chair that we will now have some type of a possibility for some real community radio.

CHAIRWOMAN BERRY: Are those all the suggestions you would like to make?

MR. ROTHCHILD: Well, actually there are other--

[Laughter.]

MR. ROTHCHILD: What I did--what I did was I had to filter out--

CHAIRWOMAN BERRY: I'm trying to be nice to you, you know, your time is up.

MR. ROTHCHILD: Okay. Okay.

CHAIRWOMAN BERRY: I mean, if you had some major burning--

MR. ROTHCHILD: If--

CHAIRWOMAN BERRY: --recommendation.

MR. ROTHCHILD: Listen, I'm not--

CHAIRWOMAN BERRY: Your last one.

MR. ROTHCHILD: I did not get into everything I wanted to say.

CHAIRWOMAN BERRY: Okay. Well--

MR. ROTHCHILD: But if that--

CHAIRWOMAN BERRY: Could you send me a note and I will respond to it. Okay?

MR. ROTHCHILD: Okay. But if that one--

CHAIRWOMAN BERRY: I promise you.

MR. ROTHCHILD: --if that one suggestion has any weight, I would appreciate it.

CHAIRWOMAN BERRY: Okay. We'll discuss it.

MR. ROTHCHILD: Because that to me is fundamental to community--

CHAIRWOMAN BERRY: I thank you very much, Mr. Rothchild.

MR. ROTHCHILD: Thank you.

CHAIRWOMAN BERRY: And let me just say that even if there are no other people lined up the point is that everybody should stay within the limits that they're given. And it's not--I thank you for your time.

MR. ROTHCHILD: But we're always limited.

CHAIRWOMAN BERRY: I thank you for your time.

MR. ROTHCHILD: We're always limited.

CHAIRWOMAN BERRY: I thank you for your time.

MR. ROTHCHILD: Okay. But it's--there should be an hour, too.

CHAIRWOMAN BERRY: I thank you for your time. So that if there are other people who decide that they want to say something, the time will be available for them to say it.

But the issue that Mr. Rothchild--who I understand has appeared before this board before--raised about open forums, my understanding is, and I'll ask you this, Pat, that the stations do have something like a general manager's time or something. Is there any time on the stations for--

MS. SCOTT: It varies. It varies from signal area to signal area in terms of a management report and also changes from time to time. And so I would have to ask the different managers what they are currently doing.

CHAIRWOMAN BERRY: Whether there is some kind of open forum?

MS. SCOTT: Right.

CHAIRWOMAN BERRY: When I visit the stations, I am going to ask that the people be told ahead of time that I am coming and I am going to ask that there be an open forum or community meeting of some type so that I can answer questions.

AUDIENCE PARTICIPANT: How much time do you want?

CHAIRWOMAN BERRY: Because I think that's great to do. Maybe we could work it out with the stations--

MS. SCOTT: Or the station manager.

CHAIRWOMAN BERRY: --but I think it would be-- station managers, yeah. But it would be important to do.

Yes, Loretta?

MS. ROSS: I would also like, as a board member to respond to the implication that programming at PFW is affected in any way by relationship with local political structures. I have never seen in any of our stations any evidence that that is the case. And so I want to actually openly refute that assumption that we would ever have our programming dictated by local democrat, republican, libertarian, communist, or whatever political structure acting as a sensor on our programming.

CHAIRWOMAN BERRY: Okay. Are there any other members of the public who which to speak? If not, then we will go back to our agenda because we do have two other items, or one other item, or some other item.

MS. ROSS: Can I make one more comment?

CHAIRWOMAN BERRY: Yes. Yes.

MS. ROSS: I want to thank the public for the respectful way the public comment was given this time. I really appreciate and validate the fact that people were talking about policies and they were talking about programming much like a previous public comment where it descended to talking about people personalities, and getting very personal. So I want to appreciate that too.

CHAIRWOMAN BERRY: Okay.

MR. ROBINSON: Can I say one thing else?

CHAIRWOMAN BERRY: Yes, Rob.

MR. ROBINSON: I'd like to thank particularly the people from BAI and Mr. Siegel that volunteers as well as the employees that came down. One of the things that I'd like to suggest that the executive director may want to consider is talking to people from the Federal Mediation and Conciliation Service about doing two things. One is exploring a possible structure for a labor management committee that Pacifica could put in place that would coordinate the bargaining units from all of the stations and the management and maybe also do some training, provide some training for some of those individuals so that there would at least be greater understanding at some of the workplace conditions and the long-range goals for management and labor to work towards. Because I think the issue of stewardship for institutions is a critical one for us as directors. And if we don't have the support of not only the volunteers but the station staff and the producers we're not going to be able to make the institution grow. We might even not be able to keep the institution as it is.

But I do know that from direct work an FMCS can be helpful in recommending some structures as well as providing a variety of training components should that, you know, be something that you want to explore.

CHAIRWOMAN BERRY: Cheryl and then Adrien.

MS. BRADFORD: I just was seconding. I think that's a good idea.

CHAIRWOMAN BERRY: You were seconding Rob's remark. And to the extent that the mediation and conciliation service can be helpful our taxes pay for their resources.

MS. BRADFORD: Exactly.

CHAIRWOMAN BERRY: So we might as well take advantage of the resources.

MS. BRADFORD: Yes.

CHAIRWOMAN BERRY: Yes, Cheryl?

MS. BRADFORD: Would they be considering also the volunteer aspect of this? I don't know where to go with my thoughts on the volunteer and the labor issues. So I'm just kind of raising that. If they're not working with unions, if what's--where is it in the organization on how volunteer labor is fitting into this structure? I don't know. That's a volunteer question. I'm clear on that.

CHAIRWOMAN BERRY: Are you willing to answer Alexis, or are you asking something else.

MS. GONZALES: I can speak to some of that.

CHAIRWOMAN BERRY: Okay.

MS. GONZALES: Not intending to put a wet blanket on Rob's very valuable suggestion, just a reminder which I know Pat is aware of is that we have union contracts which essentially it would be agreement by all parties within that contract to participate in any kind of mediation. So it would be a request by Pat to bring in that particular entity that you referred to would require agreement by those stakeholders in the union. That's how it is, it certainly is with the AFL-CIO affiliated unions and UE, in other words management of one entity can't call in a mediation of and conciliation service.

CHAIRWOMAN BERRY: Correct.

MR. ROBINSON: This is not like--I'm not suggesting that it's like asking a federal mediator to intervene in a dispute.

MS. GONZALES: I understand.

MR. ROBINSON: But one of the things that they do in terms of training and assisting the organization to work together is recommend training and things like labor management for construction. And for an organization like Pacifica it might be better to have a labor management committee as a whole for the organization than to try to establish one in Berkeley, and one in LA, and one in Houston. But it's something that would only be done if the executive director saw fit. And it couldn't happen without labor's acknowledgment and participation.

MS. GONZALES: I'll reiterate, I didn't intend to be a wet blanket on what I think is a very valuable suggestion, but that in fact those station areas, or those entities that have union contracts, labor management committees cannot be initiated by management without agreement from the other party.

MR. ROBINSON: Oh, yes.

CHAIRWOMAN BERRY: Keeping that in mind, we would ask the executive director to at least think about the idea, explore it, and next time we'll ask about it.

Yes?

MS. SCOTT: Yes. Just for the record, there are no real dissension with any of the unions in Pacifica except United Electrical Workers at KPFK and WBAI. That there is harmony with all of the other unions that we deal with. And so I take it under advisement relative to United Electrical Workers.

CHAIRWOMAN BERRY: Okay. We now--yes, Ms. Makela?

MS. MAKELA: I'm wondering if we will have a break at the meeting?

CHAIRWOMAN BERRY: Would you like a break? Because when you have breaks it's disastrous.

[Laughter.]

CHAIRWOMAN BERRY: I will have to admit to you that I sometimes--

[Simultaneous conversation.]

CHAIRWOMAN BERRY: --I mean, if you need a break, I would rather not.

Anyone who feels like they need one--

Yes?

MS. ROSS: I'm on a very tight schedule.

CHAIRWOMAN BERRY: That's why I'm trying to finish. Because I figure people have things to do.

Let's go with the council chair's report. Is Nan here?

MS. BROOKS: Can I ask a question about the recording?

CHAIRWOMAN BERRY: Yes.

MS. BROOKS: I know that I feel--you said you would do it. But if somebody says something in jest, then there's laughter. Is laughter articulated?

CHAIRWOMAN BERRY: It's supposed to say "laughter" on the transcript.

MS. BROOKS: Okay. Good.

[Laughter.]

MS. BROOKS: --because on my comment when we were talking about the Albania thing and I said, "Well, is there revenues" and I can just see, Robert Brooks says, is there-- can we--

[Laughter.]

THE COURT REPORTER: Everything that's being said and done--

MS. BROOKS: So the laughter is there?

THE COURT REPORTER:--will be in the record.

CHAIRWOMAN BERRY: Yeah, it says, "Laughter."

THE COURT REPORTER: If this lady is talking and you are talking over her, it's going to be in the transcript.

CHAIRWOMAN BERRY: It's all there.

The COURT REPORTER: And if I can't get it, if I can't understand it, it will be a big word "[inaudible]".

MS. BROOKS: But it does say laughter if there is laughter.

[Laughter.]

THE COURT REPORTER: If you give people the proper respect you will have a perfect transcript.

CHAIRWOMAN BERRY: Which is why we try to recognize people rather than having everybody talking at the same time.

Nan, could you proceed with your--or you have--

MS. RUBIN: Yeah, I can probably be pretty brief. I have--there's a two-page report. I'm not going to read it. And I also have copies of the other documents referred to here. They were passed out at the governance committee meeting and many of the board members saw them. So for those board members who were not at that committee meeting, we do have copies of the other materials here.

And I want to first say my appreciation on behalf of the council of chairs. There's been at least in the meetings that I've been able to observe a fair amount of very solid discussion about really improving the communication and participation of the local advisory boards. And I think this is something that's really important that I hope we'll get developed even more.

I also want to say that I think that this report was prepared in the basis of a conference call that was held at the beginning of the week. And if we had known some of the level and tone of the discussion over the last couple days, I think this report would be quite different. So I might change it just in light of the discussion over the last two days.

We really had only three items that we wanted to bring to the table. The first was the discussion about the change in selection of board members as has been discussed on a number of occasions in terms of the proposal to change the selection to include a signal area rep and reduce the number of representatives that are selected by the local boards. And that has already been--it was discussed thoroughly in the governance committee meeting and the report out here was in fact to adopt a resolution which makes this a moot point and one that I think we would have found very supportive if we had, you know, been told ahead of time that that would have been even an acceptable proposal.

And I think that this will have very positive repercussions and we're very glad to know that this will be presented even further in person when you visit the stations.

Secondly, we also presented to the governance committee a resolution that was passed at KPFA with some discussion about the responsibility between the local advisory board and the governing board members. And this particular resolution, it wasn't exactly tabled in a governing board, but it wasn't pursued, and I think that in light of the reinforcement of the participation of the governing--of the advisory boards with their representatives that this will continue to be a discussion that we'll want to have. And I think there will be further discussion among the advisory boards about these kinds of policies and perhaps there will be more interaction with the governance committee of this board about suitable policies regarding advisory board--the representatives for

the advisory boards.

And perhaps the whole notion of what it means to be a representative as opposed to a seated board member who was sent by the advisory board is one of the things that could be discussed in a different approach.

The last thing that we discussed which is something that we're also going to be spending more time on, and I wanted to say that this is in addition to the items that we brought up at our last meeting and the report we made before which was the first report that the council of chairs had actually made to the board in which we asked four things like assistance in training around audience, other kinds of supportive activities, a commitment to keeping the communications open, a commitment to being able to participate in appropriate manners in the kind of decisions that are being conducted here.

And that is particularly in light of the kind of participation you're going to ask from the local stations and the local advisory boards on the 50th anniversary and the partnership that really needs to be built there in terms of all the people involved at the local stations with the leadership of the national board to do a 50th anniversary campaign that we're looking at some real problems in terms of recruiting people to our local advisory boards for exactly the kinds of political reasons that have been discussed here around issues with the governance, around issues with the public perceptions of what's going on at our stations; around issues relating to perceptions concerning labor management disputes. That there's a serious image problem in many of our cities around our station. It's having a major impact on our ability to attract people. It's having an impact on our ability to keep people on our advisory boards and it will continue to have an impact as long as Pacifica--I don't want to put this in terms of just public relations, but because there are substantive issues behind some of it, but there also is really major questions about the perception of the public. And I'm talking about our supporters, our listeners, people who like us, want to be supporting us, would be enthusiastic about the politics that Pacifica represents and their reluctance to want to commit themselves because of their general perceptions which are very negative about things happening in the organization right now.

And I think that there's been some very positive discussion the last couple of days about things that can be done to try and overcome those. And I think that going around to the groups and having some open meetings about these things and also providing materials to the local advisory boards and making sure that we have better communications on these and really thinking about what it's going to take to speak to this public image. This is a very crucial issue and it's absolutely something that has to be addressed in order for a 50th anniversary campaign to be successful.

CHAIRWOMAN BERRY: Micheal?

MR. PALMER: I would like to get clarification from you, but in the first page, second paragraph it says that there was widespread throughout each of our LABs, resistance, that's not a moot point.

MS. RUBIN: Yes.

MR. PALMER: But there was no resistance in Houston at KPFT.

MS. RUBIN: Well, that was not what was reported to us in the discussion at the council of chairs. So I'm sorry if I was mischaracterizing that.

MR. PALMER: Well, I guess we will get clarification from Shirley just so that it shows that it wasn't unanimous opposition at all the local advisory boards because there's two people here that are on it, and it was explained the last time and there was no opposition to it. So I'll get clarification from Shirley and then I would want it to be corrected in the future because this is not accurate as far as the representation at Houston.

MR. RUBIN: Let me say also that because of the short turnaround time and our inability to, you know, be able

to have a physical meeting and, you know, agree on this, people did not see this report so it's possible that there are differences that other people have who just might attempt to characterize things based on, you know, like three days ago after discussions at the beginning of the week.

CHAIRWOMAN BERRY: Roberta?

MS. BROOKS: Yeah, I would hope that you representing the council of chairs would really encourage the chairs to move forward in a tone of harmony. I mean, you know, we've heard them, we have a new leadership, we're in a position to go forward to accomplish an extraordinary amount in the next year and a half, two years, I guess, so I would really encourage and urge you to take to the chairs that a lot rests on their shoulders.

One of the problems with the local advisory boards, as you said, is recruitment and retention. It's also because the meetings are intolerable in a lot of the cities. You know, really, they go on forever and there are -the people are abused in these meetings. So I encourage you to communicate to the chairs that they need to make sure the people who attend those meetings are not abused.

MS. RUBIN: Could I help with that?

MS. BROOKS: Okay.

MS. RUBIN: Some of the people need help with rendering--

MS. BROOKS: Okay. Then if they need help then that should be communicated and we should get some assistance then, okay.

Thirdly, another reason why there is a lot of difficulty in retaining people is they don't have much to do and there is a lot to do in this organization. There is. And I know that at the request of the council of chairs, and this is something I would really like to have clarified with all the chairs and LABs, at the request of the council of chairs, in the procedures for the LAB rights and responsibilities, whatever it's called, we change from number one, fund raising. We were asked to remove as the first priority fundraising. But we did not remove it from the list. And I'm hearing from WPFW folks and others, we're not allowed to do fundraising anymore. That is absolutely untrue.

Not only is it untrue, but it's the complete opposite. If we're going to go into this 50th anniversary campaign and be assured--and I would like this communicated to the chairs, that the purpose of the capital campaign is to redound the stations. It is to build infrastructures to improve programming. It is all the things that the stations are going to be telling us they need to have money for. This is a bottom-up process for what we need. And so the local advisory boards need to be in sync with that. There needs to be harmony.

We have a huge task ahead of us and in order for it to be acceptable or successful, we need to go forward together. And I'm hoping that this governance process--I note some of the staff is very disappointed because they have--you know, and a lot of people are disappointed because we've been working on this for two years and it looks like we've taken a step backward. I choose to see it differently. I choose to see that we're going forward in an opportunity to build harmony and to accomplish this enormous task we have set for ourselves. So I implore you to communicate with the chairs that they have a very significant role in this and that fundraising is a major deal and that we need the community needs assessment accomplished because it's the only way that we will find out whether our stations are serving the communities that they need to, and if there's problems communicate with us in harmony and stop coming at us in a negative way and let's go forward together and solve the problems that we have to solve to be successful in this 50th anniversary campaign. Thank you.

CHAIRWOMAN BERRY: Cheryl?

MS. BRADFORD: I just, in terms of the harmony, I think that maybe this communication process there needs to be some expectation, I think, when the LABs put forward information, from whom, and how, and how quickly, they'll get a response back.

I do want to just--for people who are busy on the local level and in complicated lives and there's this clarity about what the role is, and then they're volunteering. I mean, I think simple things like when does the response come back and how far does it go would be helpful?

CHAIRWOMAN BERRY: Yes, Dorothy?

MS. NASATIR: In the spirit of renewal and recommitment I think it's important that the local boards really understand roles and responsibilities. And I really was pleased to see in your report that you say accountability. And I think boards need also--the local boards need to be accountable though we understand the roles and responsibilities that those board members are also accountable so that we can attract to our local boards people who are in community who want to serve and they see that this is a place where things happen and that they have some input.

CHAIRWOMAN BERRY: I'll let you say something in a minute, Nan. I just wanted to say that first of all the second proposal that you talked about in terms of who LAB members represent, you know, that, it seems to me that that document ought to be referred to a committee for consideration and for discussion. And I'm trying to figure out which committee.

MS. RUBIN: It was brought to the board's governance committee. We assumed that was the place where it belonged?

CHAIRWOMAN BERRY: Board development committee?

MS. RUBIN: Yeah.

CHAIRWOMAN BERRY: There isn't any board governance.

MS. RUBIN: Excuse me.

[Simultaneous conversation.]

CHAIRWOMAN BERRY: I don't know.

MS. MAKELA: Board development committee, it was presented there.

CHAIRWOMAN BERRY: So the board development committee should further consider that document because we haven't resolved that.

MS. RUBIN: Right.

CHAIRWOMAN BERRY: And we may not, and then bring it before the board after some deliberation. So that's what we should do with that item.

The other item I wanted to--one thing, I wanted to reinforce what Roberta said and Dorothy. I want to just say that your chairs and your LABs can rely on integrity. I know I have integrity, okay. So you're going to have leadership with integrity and openness, and information. Now, I expect on the other hand, or the board does, I assume, for people in the LABs to behave in a manner that reflects integrity and openness and concern about the organization. And that whatever ancient grievances exist, ancient means before I came--

[Laughter.]

CHAIRWOMAN BERRY: I don't intend to perpetuate any abuses of anybody and I hope nobody perpetuates-- you know, tries to abuse me.

And so let's all work--we're all volunteers. I mean, I don't know anybody except the staff who gets paid.

VOICE: That's for damned sure.

CHAIRWOMAN BERRY: Whether you're on the LAB or the national.

VOICE: That's for damned sure.

CHAIRWOMAN BERRY: So we're putting in a lot of time at this and working very hard on it. So let's stop picking on each other.

And also the council of chairs have to enforce the notion that you can't have disputes all the time with the station managers, for example, I know that the bylaws say that the chairs can call meetings. It doesn't make any sense for a chair to call a meeting without consulting with the station manager. I mean, that just doesn't make any sense. They should consult with each other.

I consult with people I hate.

[Laughter.]

CHAIRWOMAN BERRY: And I would take a Tylenol or something after I--

[Laughter.]

CHAIRWOMAN BERRY: So people ought to consult about these matters because we're all in this and we have to work together because that's who we have. We're the only people we have. So let's, you know, stop fighting with each other.

The other thing is, you should go back and inform people that information is available. Let them know that the transcript of the board meeting is available. Let them know where they can get information, and if you have trouble finding that out, ask the staff if you really have to, ask me, if I don't know I'll ask them.

So let's try to, you know, have a cooperative spirit here rather than fighting each other.

Okay. Now, is there an action? You don't have any action item?

MS. RUBIN: No.

CHAIRWOMAN BERRY: So can we get--did you want to say something, Nan?

MS. RUBIN: Yeah, I did want to just give a brief response to just a couple of things. First of all the question about the fundraising was one that we recognized. I mean, we--all of the boards at least in terms of the council of chairs, and, again, as much as we're able to talk to each other, everyone realizes that fundraising is something that is the responsibility of the people that accept, and in some ways people are very willing to take that on. We just didn't want it to be the number one thing on the list of our responsibilities.

MS. BROOKS: I understand. Absolutely

MR. RUBIN: Because that didn't give the right message.

What I do want to say about the issues in terms of, you know, like the fighting and all this sort of conflict stuff, this is only the second time that the council of chairs has actually had a discussion with each other in terms of us that actually is becoming a part of the discussion within the whole board that we're actually becoming part of the structure. And we're feeling our way along, but I think that we are really thrilled to be at the table, really thrilled to have the opportunity to be able to participate and help structure the appropriate role for our participation which I think we would like to play.

And also to reinforce the communications which have improved vastly just in terms of us being able to talk to each other about some of these issues. We have never had a conversation up before June about even the things happening at our own local boards. So that I think that this is actually the start of the opportunity for us to strengthen--the ability for us to conduct our own meetings, for us to know how to--you know, to be able to help each other. I mean, you know, there can be things we can do to improve the communications between the local boards so that we do be able to help each other in terms of being able to conduct our local business because we do act very differently, as well as interacting with the national board and as well as improving our communications and the way they were able to act with our local stations.

So I also feel like this is really kind of a good start for us in a lot of ways. Instead of us trying to be in a position of fighting, it's really giving us an opportunity to say we really have a lot of things to say. We've never had a chance to say that before, but we hear--we think very well that we're being heard and we appreciate that and we want to continue to have this kind of conversation because we do have an important role to play. It is one that we want to serve. I mean, we represent people in our local communities who feel very strongly about wanting to contribute to our stations. And we would like to be able to continue to make a very positive contribution. I think that this has been a pretty good start.

Even though it sounds like the issues are being contentious, in fact, I feel like we're actually getting them resolved in a non-contentious--

CHAIRWOMAN BERRY: And abide by your rules in terms of who is a member, how long they're a member, when they're a member. Make sure that you are following the rules under which you're supposed to operate exactly.

MS. SCOTT: Yes, there is an issue too that all boards operate on policies and procedures for local advisory boards set out by Pacifica which has been passed around to everyone. And anyone that has separate so-called bylaws, they don't--they can't exist anymore.

CHAIRWOMAN BERRY: Say again?

MS. SCOTT: They're in particular, so let me be specific. WBAI has a separate set of bylaws that they have been operating under for years even when there were national Pacifica bylaws. And it has become a problem in terms of how the Pacifica procedures which we no longer call bylaws because the only bylaw is a bylaw for the organization. Legal bylaws for the organization itself which are the Pacifica bylaws. And that there are operations and procedures for local advisory boards that have been set up in a document that is entitled that.

Cheryl?

MS. BRADFORD: Reviewing that document, I've seen that a couple of times. And I just want to throw this out there--

[Simultaneous conversation.]

MS. BRADFORD: --the ordering and the--the ordering and the language in that document almost opens up a little bit contentiously. And I just wanted to say that it feels like I have joined something to be--and for the purpose of being negative and say you have to start out correcting me, and you might want to relanguage it a bit.

CHAIRWOMAN BERRY: Which document?

MS. BRADFORD: The bylaws for the--

[Simultaneous conversation.]

MS. BRADFORD: What do you call it for the lab?

MS. BROOKS: The policies and procedures.

MS. SCOTT: I think that's correct.

CHAIRWOMAN BERRY: There should be a--I don't know how you did these policies and procedures--who did them.

MS. BRADFORD: Well, they're probably under a lot of stress.

CHAIRWOMAN BERRY: The board development committee ought to review, Roberta--

MS. BROOKS: I'm not the chair.

CHAIRWOMAN BERRY: Who's the chair?

MS. BROOKS: David.

CHAIRWOMAN BERRY: Oh, David.

MS. BROOKS: Well, you have to designate a chair.

CHAIRWOMAN BERRY: I thought David was the chair.

MS. BROOKS: Well, we designated him the other day, but you're the official designator of chairs.

MR. ACOSTA: I don't have to be if you don't want me to be.

CHAIRWOMAN BERRY: Okay. David--David--Chair David, you should--

[Laughter.]

CHAIRWOMAN BERRY: --you should review--have your committee review the bylaws.

[Simultaneous conversation.]

MS. MAKELA: LAB policies.

CHAIRWOMAN BERRY: Yeah, LAB--no, I want him to review the bylaws, too. The LAB policies--

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Which committee? You're doing this.

MS. BROOKS: I'm on that committee. I was asked yesterday and I thought you repeated that.

CHAIRWOMAN BERRY: You are on the committee.

MS. BROOKS: I'm going to talk to the attorney. I'm on the committee, he's chairing the committee.

CHAIRWOMAN BERRY: Well, okay, he's the chair of the committee.

MS. BROOKS: Right.

CHAIRWOMAN BERRY: Roberta is on the committee. You are the chair.

MR. ACOSTA: Correct.

[Laughter.]

CHAIRWOMAN BERRY: Okay. So your committee and Roberta is on your committee--

[Laughter.]

CHAIRWOMAN BERRY: --should review the LAB procedures. You should also review the bylaws for confused language and everything else that I see in many places, and others do too, to make sure that they're clear and if there are any recommendations that you have to make to us, make them.

You should also review any purported bylaws that exist at stations that are called bylaws to see whether there are policies or procedures or they're consistent with anything, and recommend to us what to do with them, if anything. It may be that they simply repeat something and somebody informally called them bylaws. I don't know the history of this. It's probably got a history.

But could your committee review all that and, Roberta, you are on the committee, and then give us some kind of recommendation.

MR. ACOSTA: Done.

CHAIRWOMAN BERRY: Appreciate it.

Yes, Nan?

MS. RUBIN: Could I make a recommendation in support of that?

CHAIRWOMAN BERRY: Okay.

MS. RUBIN: Which is that we also ask--we circulate the LAB procedures among our own LABs because I know that we've done this in New York on occasion, and be able to also make suggestions if not only in terms of language, clarification about things, et cetera, so that we also could feed them back with our own comments about how they could be--

CHAIRWOMAN BERRY: Why don't you circulate them to your chairs?

MS. RUBIN: To the chairs.

CHAIRWOMAN BERRY: Circulate them to the LAB and then give to David any feedback you get for the use of his committee when they are trying to come up with a recommendation for the Board.

MS. RUBIN: Okay. Then I want to make sure that all the chairs get copies of that latest edition of whatever it is here, if that's possible.

CHAIRWOMAN BERRY: For the LAB?

[Simultaneous conversation.]

CHAIRWOMAN BERRY: But if you don't and you have a problem, get it from staff. Okay.

Alexis?

MS. GONZALES: Thank you. I wanted to ask Nan if you could share a concern which I have only informally shared with my colleagues at this table, but have formally with colleagues at the LAB of which I am only a part. Referencing the communications that we spoke of, I have on many occasions received communications representing themselves as LAB communications when in fact when I have responded to them, and I believe appropriately to my chair, or on one occasion to a group of council of chairs who have been told, well, that's not the LAB, it's three of the LABs, members, or it's one member. And it makes it difficult, I think, as board members to respond to LABs when in fact they are not channeled through the chair, or in a case the council of chairs.

And I'm hoping that the chairs may look at this issue and resolve it and make some recommendation to members at the LAB level so that people are not put in a position of, well, firstly, not communicating or wrongly communicating, or assuming that an individual or a small representation is the representation of the LAB or the chair, or somehow put in a position of disregarding the chair and the LABs' representation for fear that it is not theirs. Not because I want to hear from less people, but it's difficult to respond back. And you're put in a really, damned if you do, damned if you don't position.

And I'm hoping that the chairs may take this on, resolve it, and put out some issue. Certainly anyone can net me and e-mail me and call me at work which they do. But it's very difficult to respond to the accusations of not responding to LABs when in fact someone may be wearing that hat on Tuesday, but when they write that letter they're not. So, could you all work on that?

MS. RUBIN: You know, we can't--we're not in a position to kind of dictate to the people on our--you know, on our committees, but I mean, maybe this is part of what goes into the policies and procedures which is appropriate behavior as someone who is sitting on this kind of a committee and just expect that people are going to be acting in good faith.

CHAIRWOMAN BERRY: That is relevant to the question that we discussed one time that Dorothy raised and David is supposed to be working on, some clear instructions about what is inappropriate behavior consistent with the needs of the organization so that everybody is informed that when they indicate a willingness to take on a certain responsibility what the parameters are for that particular responsibility which may not be as clear and then you can't, after the fact, come in to somebody and say, well, didn't you know you were supposed to do X, Y, Z when it's not clear that that's what they're supposed to do.

But David is working on that.

MS. GONZALES: If I could just give an example. I am a member of a local advisory board. I have personally

received cc's of letters from the advisory board of which I am part of which suggests I have participated, co-authored, approved of certain documents and communications. I've never seen them before. I see them because now I'm a board member.

I think it's important to--

MS. RUBIN: Is this not something that's more like how your own internal board communications are going?

[Simultaneous conversation.]

MS. SCOTT: No, just what Micheal said to you. It's from other boards as well.

MS. GONZALES: I am sitting back--

[Simultaneous conversation.]

MS. GONZALES: --and I don't question the content, but it's why I was put in the position of asking have you seen this? Is this really yours, Nan?

MS. RUBIN: Oh, I see. Okay.

MS. GONZALES: And I want to make this--and I think it's working. I'd like to see it continue working certainly as an LAB member, down my channel to the board and I--it's pretty simple, if you as chairs would look at this issue and come to some resolution and recommendation. And you're absolutely right, you cannot dictate it. But if you all are in one place we can at least refer it back to chair and say, see your chair. See your council of chairs. The recommendation is X, Y, Z.

CHAIRWOMAN BERRY: SO you're talking about people being represented as having agreed to something they've not, or having said something they've not, or supporting something because it's signed off by somebody other.

MS. GONZALES: Exactly.

[Simultaneous conversation.]

MS. BROOKS: Well, whether they're writing to represent the whole board.

CHAIRWOMAN BERRY: And so you ought to be clear that when that happens that the writer of the letter is subject to either removal or--well, you have to say that ahead of time. I mean, you have to have some explanation so there's a basis which makes sense.

No one wants somebody representing that they said something they didn't say, or writing a letter saying they supported something that they didn't support and no one has ever even told them. There must be some way, David, for you to wrestle with--

MR. ACOSTA: I'm all set to review.

CHAIRWOMAN BERRY: Okay.

[Laughter.]

CHAIRWOMAN BERRY: Yes, Roberta?

[Simultaneous conversation.]

MS. BROOKS: This is just a procedural point, but Nan has said she will call Mary and get things. I think that since the council of chairs is not an official committee of this board, that if she has a request it should go to the chair of the board development committee and then he can deal with whoever he needs to deal with to get these things.

CHAIRWOMAN BERRY: Well, that's right because the council of chairs is an ad hoc committee.

MS. BROOKS: And secondly, you know, to the extent--I mean because we are all going to be under a really serious financial crunch in the national office especially if we're adding new board members we're going to all have to figure out ways to keep down communication. So the more you can do things by mail, Nan, as the council of chairs, and set up conference calls, the better. And then--

CHAIRWOMAN BERRY: Or e-mail.

MS. BROOKS: And then finally this thing is available in everybody's packet. So if every local board rep has this.

MS. RUBIN: What is it that you're referring to?

MS. BROOKS: The policy--the thing that you were trying to get. It's in the packet.

MS. RUBIN: I don't have a packet.

MS. BROOKS: No, I know you don't but you have people on your board that do.

MS. GONZALES: And they were supposed to have been forwarded so everybody should have one.

CHAIRWOMAN BERRY: Are you clear about that?

MS. RUBIN: Yes, I am clear about that. It actually raises one more question that maybe I could just put out at this time.

CHAIRWOMAN BERRY: All right.

MS. RUBIN: And that is, that in fact because we are an ad hoc committee and because it has been our communication has largely been through the board chair in terms of our own conference calls, we don't have any real direct lines to anyone except in an ad hoc fashion.

In terms of being able to ask the governance, not the gov--the board development committee, excuse me, to put something on the agenda, that we had to ask, is this the right thing to do? What's the method to do that.

CHAIRWOMAN BERRY: That's right.

MS. RUBIN: Now, things come up in between board meetings, it's not always clear to us who are we supposed to talk to. Do we have a main contact? Well, no, only in this issue, what if something comes up that's not a governance issue?

CHAIRWOMAN BERRY: No, you're talking--

MS. BROOKS: It's not a governance--

[Simultaneous conversation.]

MS. RUBIN: No, I am saying that--

CHAIRWOMAN BERRY: --ad hoc committee--

MS. RUBIN: --other issues come up in our discussions that are not necessarily governance issues. I want to make sure that we know that our main contact is going to be through the chair.

CHAIRWOMAN BERRY: Your only contact formally.

MS. RUBIN: Okay.

CHAIRWOMAN BERRY: That's only way you exist as I understand it.

MS. RUBIN: At the moment, right.

VOICE: And you're chaired by our chair.

MS. RUBIN: At the moment.

MR. ROBINSON: The committee is the chair.

CHAIRWOMAN BERRY: Okay. Is that clear, Nan?

MS. RUBIN: Yes.

CHAIRWOMAN BERRY: All right. And the other point I want to make as executive director, if any board member or the board says that the staff should do something and you know that the staff either can't do it or won't do it, or doesn't have the resources to do it, I expect you to say so. It should not be up to a board member to have to explain that the staff can't do X, Y, or Z. Board members are not presumed to know what your staff resources can extend to do. They may know it, and that's good. But unless you say to the contrary, I'm assuming that anything that's suggested and that we say wants staff to do that, that staff is going to do it. Because I am also going to, at each meeting ask.

I'll have a list of things the staff was supposed to do. And I'm going to ask whether the staff did X, Y, Z, A, B, C, and if it isn't done--and that's why I keep asking will something be done by a certain time. So, and having the transcript will make it even easier to do that.

So I think if your staff--if you feel your staff is going to be overburdened by somebody asking somebody this, or you don't want them to do that, just say, you know, hey, I don't want it done that way, or we can't do it, or we don't have the resources or whatever, and we're put on notice.

MS. SCOTT: Don't worry, I'll be very clear about that.

CHAIRWOMAN BERRY: All right. Okay.

[Laughter.]

CHAIRWOMAN BERRY: Nan, is that okay?

MS. RUBIN: Yes.

CHAIRWOMAN BERRY: So can we get a motion to accept the report of the council of chairs?

MS. GONZALES: Moved.

MS. BROOKS: Second.

CHAIRWOMAN BERRY: Any further discussion?

[No response.]

CHAIRWOMAN BERRY: Good.

All in favor indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Thank you very much, Nan, for your report.

MS. RUBIN: Thank you.

CHAIRWOMAN BERRY: Now, the last item is the signal area general manager report.

Ms. Bessie Wash, please come forward.

AUDIENCE PARTICIPANT: Madam Chair--

CHAIRWOMAN BERRY: Yes.

MS. BROOKS: I have two little items of new business that are very small before we adjourn, so I just want to alert you to that so we can put it on the agenda.

CHAIRWOMAN BERRY: Okay. All right. Could you sit--would you mind sitting--

MS. WASH: I was going to ask if it's okay if I stand.

CHAIRWOMAN BERRY: Oh, sure. Go ahead.

MS. WASH: This has been--

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Could we be in order, please? Yes, go right ahead.

MS. WASH: This has been a year of ups and downs for WPFW, but fortunately we have ended up, we've had our mixed blessings because we've had to downsize and that's been very hard on the staff.

We started the year off with a morale problem and that was very difficult getting our fresh start. But we've also ended this year with records. We have record revenues. We have record membership, we have record audiences, and I have a wonderful management team that consists of Lou Hankins, JoAnn Meredith Jackson, and Bob Daughtry. And with that we only have another staff of three and a half to help us keep the station going.

We're fortunate enough to have 54 volunteer on-air programmers that have brought us an audience of 143,000 with a cume of 40,000 per hour on Saturdays. On Saturdays we actually have almost a four share of the audience in Washington, D.C.

CHAIRWOMAN BERRY: Wow.

MS. WASH: That means that one in every four listeners in the District of Columbia is listening to WPFW on Saturdays.

CHAIRWOMAN BERRY: Wow, my gosh.

MS. WASH: So we do have an impact.

During the week our overall average is a one share. We bring 11,000 listeners to Democracy Now, 10,000 listeners to Larry Bensky and 7,000 to Pacifica National News. And you know, I would say that's only upset.

One of the things that I learned in management training, it is not how you fall. When WPFW took a tumble we were 5'3". Today we stand 6'1".

[Laughter.]

CHAIRWOMAN BERRY: What's wrong with 5'3"?

[Laughter.]

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Go right ahead, Bessie.

MS. WASH: In the coming years what we want to do is to achieve 200,000 in our listenership, we want to increase our membership to 10 percent of that. We want to increase our revenues to 2 million. And I believe it's all within our grasp. And I believe if we continue to work as a team like we have been, that we will accomplish that. Thank you.

[Applause.]

CHAIRWOMAN BERRY: I recognize the executive director.

MS. SCOTT: I really want to congratulate Bessie and the team at WPFW for really, in the first time in history that I can remember at WPFW having serious financial management at that station, having a manager that will make the hard choices that necessary to make and essentially a new manager that did not come from broadcasting who is learning radio, who is learning community radio and quite frankly is doing a very good job of it.

CHAIRWOMAN BERRY: Okay. That's good news.

MS. SCOTT: Here, here.

CHAIRWOMAN BERRY: Rob?

MR. ROBINSON: I'd like to congratulate Betsy and just ask you if you could respond to one question that I have. As you know and some other people know here, WPFW is a jazz format in large part of the station, and

WDCU, the only other jazz format station in the area ceased broadcasting, I guess it was on Friday.

Have you had any thoughts or any discussions thus far on how WPFW can take advantage of their listeners, their contributors or some of their programmers in programming? I know there was an article, I think, on Tuesday or Wednesday about Mr. Caravel that has this Latino program, and I would just like to ask if you've have any thoughts or if you had any discussions with that so far?

MS. WASH: Actually Lou Hankins and myself and JoAnn and Bob have talked about it. We think that there are some plus and minuses to DCU. Quite frankly we would have preferred for DCU to remain on the air because it broadened the market for the jazz listenership.

Our listeners come to us for the jazz, but they stay with us for information. The DCU listener was more of a music listener. So that some of those listeners, yes, we will capitalize on, but some of them, the ones that were there for more the music will probably move on to other formats or other stations. But we are looking to capitalize on some of that, you know, but we just don't know by how much.

MR. ROBINSON: Thank you.

CHAIRWOMAN BERRY: Alexis?

MS. GONZALES: I just wanted to thank Betsy and Lou and JoAnn and the volunteers, staff, and regular advisory board here at W for the fine hospitality you've shown all of us here both Friday night and in our time here. It's always a pleasure to be here in the capital city and appreciate it. And the warm hospitality that you have extended to all of us, we thank you.

[Applause.]

CHAIRWOMAN BERRY: Loretta?

MS. ROSS: I just want to again add to the course of congratulations, Bessie, and staff and volunteers for WPFW. As a long-time community activist here in the Washington Area from 1969 to '89 I remember Lauren Cresslove. I remember when the station was not serious about being a station. You know, and to see the change of culture and to be totally impressed even though I've been out of Washington for almost eight, nine years now, I'm so impressed and I'm so proud of you all. I just want to say, looking at it from the 1970s to now, it's a different place, and I love it. Thank you.

CHAIRWOMAN BERRY: I just want to say that I guess I'm an ex officio member of your--of the local advisory board because I live here. And so I have met once with the Board and I expect to go to the board meetings and see if I can be helpful. I will go to the extent I can. At first I'll probably go to a lot of them. And I, too, want to congratulate you for what you've done.

Okay. Now, we need to accept the report of the signal area general manager.

MS. BROOKS: So moved.

MS. GONZALES: Second.

CHAIRWOMAN BERRY: Any further discussion?

[No response.]

CHAIRWOMAN BERRY: All in favor of accepting the report of the signal area general manager indicate by

saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed.

[No response.]

CHAIRWOMAN BERRY: The next item is review of meeting, review of future meeting dates. Let me ask, on future meeting dates, if it would be possible to move the next meeting to a week earlier, I have a scheduling conflict. And if you could it would be very much appreciated; if we can't, then let's figure out something else.

MS. BROOKS: It would be February 20th, then?

CHAIRWOMAN BERRY: Whatever the next week is.

MS. ROSS: I know I have a conflict for the 20th.

MS. MAKELA: No.

CHAIRWOMAN BERRY: You cannot? Okay.

MS. MAKELA: That's the only--

MS. ROSS: The National Organization for Women of which I'm a member is having it's first women of color conference in a decade on the weekend of February 20th.

CHAIRWOMAN BERRY: They are?

MS. BROOKS: What about back one week.

[Simultaneous conversation.]

CHAIRWOMAN BERRY: No, I can't do the week after it. I can't do the week after or the week after that, or the week after that, or the week after that.

[Laughter.]

CHAIRWOMAN BERRY: I guess--well, why don't we just--so two of you could not do it; is that correct?

MS. ROSS: On the 20th?

CHAIRWOMAN BERRY: On D&E?

MS. ROSS: It's crazy, but it's only because it's in LA, too. Because if it were in Washington, or something like that--

CHAIRWOMAN BERRY: Is it the whole week? I mean, the whole weekend?

MS. ROSS: It's the 20th through the 22nd.

CHAIRWOMAN BERRY: The whole weekend. And you're not available for the weekend. Okay.

MS. MAKELA: I'm not available any other time in February except that weekend. So if it's in February, I cannot make it. Move it to March or move it to January.

CHAIRWOMAN BERRY: I think--well, why don't we just leave it.

MS. ROSS: We'll work out something.

CHAIRWOMAN BERRY: We'll leave it as it is for now and I'll see what I can do with these other people.

We'll just leave it because if there are two people who can't come, then we can't have the meeting. If we know ahead of time that people can't come, we shouldn't schedule meetings when they can't come. And if we schedule them and then you can't come, then that's your business.

All right. So we will just for the moment leave it there.

Now, were there any new items of business that someone had. Roberta?

MS. BROOKS: Two small ones.

One is, I would like to have the board acknowledge and send--I was going to ask Mary or somebody--letters to our outgoing board members. In particular I would like to note David Assman, Cecilia McCall, Roger Scarborough, Adrien Zubrin, Dorothy Nasatir, and Ralph McKnight whom we just don't know what their status is. But maybe we should leave those open. And we did acknowledge Alexis last night.

But I think, in particular, Cecilia who has really been on the board for a few terms and did an extraordinary amount of work, and David Assman, the others--I'm not saying that you didn't do as much work, but you weren't on the Board as long.

But I would really like to make sure that we send some acknowledgment and recognize and really honor their amazing contributions to this organization.

CHAIRWOMAN BERRY: Could someone draft such letters and either fax them or e-mail them and I'll sign them and send them out to these people.

You must have something somewhere where you sent a letter like that before to somebody.

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Okay. Now--

MS. BROOKS: The second thing is that the chair makes committee assignments.

CHAIRWOMAN BERRY: Okay.

MS. BROOKS: And we have--you know, before the next board meeting what happened this meeting was new board members were not assigned to committees. So like people came to town and didn't know that they were supposed to--

CHAIRWOMAN BERRY: Okay. Why don't we appoint them now.

MS. BROOKS: Well, we could appoint the current members now, but between now and the next board meeting there will be new board members. And one of the things that maybe the board development committee can do

is communicate with who, what the skills and interests are of the people that we're getting so that they're assured to be assigned a committee so that we don't--you know, we're paying for people to get to these meetings.

CHAIRWOMAN BERRY: Well, why don't you--

MS. BROOKS: And we need every person to come--

CHAIRWOMAN BERRY: Okay. Roberta, I agree. Why don't you just inform--David, why doesn't the board development committee inform me of the skills and make recommendations? And then I will appoint these people to the committees.

Now, don't we need to have some new board members elected between now and the next meeting?

[Simultaneous conversation.]

MS. SCOTT: Yes.

CHAIRWOMAN BERRY: So the LABs need to nominate a full complement of members; isn't that correct?

MS. BROOKS: That's right. Nan, you're communicating that?

MS. RUBIN: Yes.

CHAIRWOMAN BERRY: Now that this governance thing is all settled, we need to have the members. So, could they--yes?

MS. RUBIN: Just in terms of what I think each LAB needs to know, like what that means, it need to be full compliment. I mean, you know.

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Two. You're supposed to have two on the national board.

MS. RUBIN: Every LAB now is to send two new delegates?

MR. ROBINSON: No, no, just two.

MS. ROSS: It doesn't have to be new.

CHAIRWOMAN BERRY: Make sure you have two.

[Simultaneous conversation.]

MS. ROSS: You have two slots. Each LAB has two slots.

CHAIRWOMAN BERRY: Hold on. Hold on. Are you having trouble following?

THE COURT REPORTER: No, it's just too many people talking at one time.

CHAIRWOMAN BERRY: They're having trouble. Too many people talking at once. Well, the organization will have to learn not to do that.

[Laughter.]

CHAIRWOMAN BERRY: I don't know how.

Each LAB is supposed to nominate two people. If there's already a board member serving and has--there's one vacancy, then you need another one. So the point is not to nominate people to replace people who are already serving in terms. It's just to make sure that if your station has two people in your LAB that you actually have two people here already nominated. Nominate somebody else.

Does somebody have a list. Nan seems confused, so--

MS. RUBIN: Actually, we do.

CHAIRWOMAN BERRY: So could they be sent lists of the places where they need to elect folks?

MS. RUBIN: So we know when the terms are ending and--

CHAIRWOMAN BERRY: Right. Is that a controversial question? Am I asking a question--

[Chorus of nos.]

MS. SCOTT: No.

CHAIRWOMAN BERRY: --to which the answer is complicated?

[Chorus of nos.]

CHAIRWOMAN BERRY: Okay. All right. So we'll do that.

The other thing is to make clear that the transcription of this meeting will be available, I'm told, in about 10 days to the staff for review. After that it will be, if there are any corrections to be--sometimes there are egregious things, most often not, where something is a mistake. But to the extent that that doesn't happen, it will be placed on the internet on the web site. Also copies will be sent to the stations and the stations will be asked to announce, because it is in the public interest and it's public information and it's public affairs, that this information is available to people who are interested to know what it is.

Okay. Is that all? Does anyone else have anything else we've forgotten to do?

[No response.]

CHAIRWOMAN BERRY: If not, then I want to thank you and I want to say that without objection the meeting is adjourned.

[Whereupon, at 12:35 p.m., the meeting was concluded.]