

## 2005-01-15 PNB Meeting Minutes

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SATURDAY, [January 15, 2005]

Meeting Reconvened 9:25 AM

### COMMITTEE REPORTS

Finance Committee: David Adelson gives update.

Rob Robinson: Point of order Asks for a written report from finance committee and is told he has it. Asks Marty Durlin if other committees will provide written reports and Marty responds that she is not sure, but is hopeful.

Wendy Schroell asks for clarification from Mr. Adelson on finances, and Mr. Adelson responds.

Mark Roberts has a question about the WBAI s budget difficulties, and Mr. Adelson discusses the issue and notes that Lonnie may be better able to discuss this. Lonnie then discusses the issue.

Archives Committee: [Cepeda?] couldn t be available.  
[Sherna?] gives report. Proposed mission statement is read.

Governance Committee: Mike Martin states that this committee would like to recognize and thank Leilani for her work.

The chair adds recognition to Leilani for all of her work, and asks that somebody report to her that she was applauded.

Mike Martin gives report for the Governance Committee, and presents their resolution regarding the bylaws convention.

Motion made to adopt this resolution. Motion seconded. Discussion ensues.

Sarv Randhawa asks when the convention will take place, and is told no date has been set. It is said that the target is after September.

Discussion continues.

Time expired on discussion of this item.

Motion to extend time on discussion of this item by ten minutes. No objection.

Discussion continues.

Mark Roberts proposes amendments to the resolution. In the portion where it states, We recommend to the PNB that the PNB instruct the five LSB s & to amend by insertion, the five LSB chairs for specificity. To form these bylaw committees there is an additional clause, Where the LSB does not have a governance committee & then go on to the second paragraph, at the end, The ad hoc committee report should be approved by the station LSB s before [inaudible] to the PNB governance committee, add, And that the by laws convention should occur at the annual meeting, which will be in January of 06. I would like to put a date on that.

William Walker seconds amendment.

More discussion about date.

Dave Adelson would like to amend it to March, due to elections. Dave asks whether there would be amendments to the articles of incorporation.

Sarv Randhawa seconds Dave Adelson s amendment.

More discussion on the articles of incorporation.

Mark Roberts withdraws his amendment regarding January, and states that he simply wants a date.

Wendy Schroell speaks against putting a timeline on the bylaws convention.

Bob agrees with Wendy.

William Walker asks to divide the first and the substitute to the second amendment, first voting on the date and then vote on LSB chairs amendment.

Mark expresses concern about needing specificity.

Amendment made to make it no later than the March 6th board meeting.

LaVarn Williams supports original motion, and wants to add that we will have a preliminary report at the next board meeting.

More discussion.

William Walker states there are 15 seconds left. William Walker notes that without motions being made all suggestions are moot.

Marty Durlin suggests approving the original motion, with the amendment that it is five LSB chairs and the caveat that if stations have no governance committee that they would create an ad hoc bylaws committee. Asks for that resolution to be passed, and then proceed to the other issues.

Bob Lederer moves for a five-minute extension to offer amendment on another aspect.

Marty suggests first getting original resolution passed.

Motion to pass original resolution with slight change that LSB chairs will be the people who will be nominated, and that if there is no governance committee they will put together an ad hoc bylaws committee.

Yes - 16

No - ?

Abstain - 3

Someone states that a second was needed.

Fadi Saba moved Marty Durlin s amendment and Rob Robinson seconded it.

Motion to extend discussion for five minutes

Motion passes.

Bob Lederer moves to amend the motion to add a second sentence between the first and third sentence, which would read, These ad hoc committees shall give voting membership to any listener or staff member who attends two consecutive meetings.

Discussion ensues.

Mark Roberts speaks against amendment.

Patty Heffley asks if motion was seconded.

Motion seconded.

Patty Heffley amends motion that the committee structure be consisted of the same configuration of listeners and staff as the rest of the foundation, which is 25 percent staff and 75 percent listeners. Discusses this further.

Point of order: Before speaking on motion, must wait for a second.

Teresa seconds motion.

Fadi Saba feels that this motion doesn't really fit into this.

Further discussion. Move to refer this issue to the governance committee and come back at the next meeting in eight weeks to have them come forth with it then.

Move seconded.

Marty states that the original resolution passed. She notes that there is an amendment, a substitute amendment, and a motion to refer the whole thing to the governance committee.

Motion to refer these questions about the composition of committees and auxiliary questions to the governance committee.

Yes-16

No-1

Abstentions-0

Discussion on vote.

Programming Committee: William Walker gives report. William notes that reaching quorum has been difficult and recommends that the LSB chairs look at their membership and do their best to elect new members by the end of the month, if possible.

Dave is concerned that large issues that have been referred to the Programming Committee aren't being dealt with.

Donna Warren comments on committees and making quorum, and related issues.

Further discussion on this issue.

Time is up on this discussion. Chair points out importance of this issue, and that this message should be carried back to the LSBs.

William asks that the LSB chairs consider balloting.

Audit Committee: Teresa Allen gives report. She states that there is no written report, but that there are minutes available on pacifica.org and that there is a report that Lonnie compiled of 15 years of finances of Pacifica.

Mark Roberts, Donna Warren, Dave Adelson and LaVarn Williams have questions and comments about the report given by Teresa.

Coordinating Committee: Dave Adelson gives report.

Board Staff Relations Committee: Met once. Dan canvassed and thinks meeting was productive, and would like to reconstitute committee.

Executive Review Committee/Special Personnel Committee: Wendy Schroell gives report.

Bob Lederer asks if there is a legal barrier to releasing the job performance objectives to the public and is told that typically best practice is that personnel matters remain confidential; but that it could be discussed with the board.

## ELECTION OF NEW OFFICERS

IRV: Instant runoff voting is explained. IRV is used when there is one seat. STV is used when there are multiple positions. Procedure is explained. Sarv Randhawa has questions about who will tabulate.

Discussion on this issue. Lailoni is nominated to count votes. She accepts and is thanked.

Motion to vote serially so that a candidate can run for another position if not successful in their first choice.

Motion seconded.

No objection given.

Fadi Saba clarifies what will happen in a tie.

Nominations open for chair of Pacifica National Board

Mark Roberts nominates Ambrose Lane

LaVarn Williams nominates Mike Martin

Mike Martin speaks.

Ambrose Lane speaks.

Voting procedure explained. Voting takes place.

Point of order: Two observers needed to watch ballot counting. Volunteers have been found.

Chair asks for attention of directors and asks them to note on the signup sheet going around the room whether they will attend the Martin Luther King parade on Monday. There is an additional signup sheet circulating regarding going to Lamerk Park.

Announcement about committee membership: Article 8, section 2. Except as otherwise provided in these bylaws, all committees shall include at least one director from each foundation radio station and two delegates who are not then serving as directors from each radio station. Provided, however, that the inclusion of delegates on a committee shall not be required where a board by the majority vote determines that the privileged, sensitive, or confidential nature of the matter is to be addressed by each said committee to preclude the inclusion of delegates as committee members.

Someone stated that there are some committees that have, for example, no directors from certain areas. Gives example of the governance committee having no one from WPFW. Asks that people check to see that stations are represented on committees coordinating, archives, governance, audit, finance, programming and technology.

Someone else states that Board Staff relations committee needs to be added to the sheet, as it has been decided to continue that committee.

Dave wants to not have co-chairs, but a chair pro tem, and waiting for another vote until they meet again in person.

Discussion about this matter continues.

Two motions on the floor. One assumes that one candidate will be chair and the other vice-chair, and that they take turns chairing the meeting this weekend and a vote will take place at the April meeting. The second motion is that we have a chair pro tem. It was a substitute motion.

Another substitute motion is suggested.

Clarification is needed on who motioned what. The first motion was made by Marty, which was seconded by Donna Warren. David's motion was seconded

by Wendy Schroell. David's motion is that a chair pro tem be selected to serve until the next in-person meeting of the board.

Discussion continues.

Point of order: You can't give the mike and say, I have a substitute motion. People must be honored by the chair to conform to Roberts Rules of Conduct.

Sarv Randhawa suggests that election of vice-chair proceeds and that the vice-chair act as chair for the remainder of the time, for the next two or three months until a chair election is held. Sarv Randhawa moves to proceed with the election of the vice-chair and have them act as chair for the remainder of time.

Chair states that there is one motion and two substitutes on the floor.

A question is posed on how many people want to close debate. A vote is taken. It fails.

A question is posed on how many people do not want to close debate. A vote is taken. It fails.

Point of clarification: Can the motion be divided, and the two substitutions so that they can be voted on separately?

William Walker states that waiting to vote is unfair and says that a decision should be made during this meeting, and continues to speak on this issue.

Bob Lederer moves for a substitute motion.

Point of order: Clarification needed on Roberts Rules on this issue.

Marty Durlin reiterates that there is an original motion, that these candidates are accepted as chair and vice-chair, as if they had won one or the other and that they take turns chairing the meeting today and tomorrow, and that we make the decision of which will be chair and vice-chair at the April meeting.

Discussion ensues.

Clarification that it was stated at the next meeting which will be the March meeting, that will be in April.

More discussion about what was stated.

The statement about the original motion was altered and now states it will be on Sunday.

Marty continues, stating that Dave's substitute motion was that a chair pro tem be elected, and that the election be conducted in April. Marty then

explains Sarv's substitute motion, that a vice-chair be elected and have them serve as chair and reserve the question of chair until the April meeting. Marty then says that Bob wants to offer yet another substitute motion.

Ted says that substitute motions is not being used properly, and explains why. He states that what is going on here is a series of independent main motions, and that a vote should be taken one at a time.

The chair asks if agreement can be found on this.

Mike Martin speaks about the process.

Someone calls the question.

Vote is taken to close debate now.

Yes-6

No-?

It fails again.

Wendy Schroell points out that some have to leave before the end of Sunday.

Mark Roberts suggests that the floor be opened to someone else that the body can coalesce around.

Zarinah says that she was not even considering either of these gentlemen for the vice-chair position.

Bob Lederer urges that all other motions get voted down so that he can present his.

[Laughter]

Bob then explains what his is to respect the fact that this is currently a 21-member body and only 20 are not present today due to health reasons. Bob thinks all members should be participatory and perhaps be done by telephone over the next two weeks.

More discussion.

Vote on original resolution taken to have the chair be taken in turns this weekend and to vote before the end of the weekend.

Proposal that the hand count take place earlier on Sunday.

Question if all elections will happen at noon on Sunday.



Candidates are asked if the resolution passes would they want to run for vice-chair and both candidates decline.

Marty s motion withdrawn.

Point of order: motion can be withdrawn with unanimous consent. Unanimous consent not given.

Marty restates her suggestion that they take turns chairing, and that the one that received less votes on Sunday would become vice-chair. Since neither candidate would like to serve as vice-chair Marty would like to withdraw that motion.

There are no objections to withdrawal of this motion. Motion withdrawn.

Dave s Motion is that a chair pro tem be elected for now, and continue with the rest of the elections, and reserve the question of the chair until the April meeting.

Vote taken:

Yes-8

No-11

Motion fails

Point of order: Motions should be written on motion cards.

Sarv Randhawa chooses to withdraw his motion in favor of Bob s motion.

Chair asks if there is objection to withdrawal of Sarv s motion.

People don t remember what the motion is, so it is restated. Sarv s motion was to proceed with the vice-chair election and have that person serve as chair until the next meeting, when a chair is elected.

Discussion.

Withdrawal of motion objected, so vote is taken on Sarv s motion.

Vote taken:

Yes-5

No-10

Motion fails

Bob Lederer makes his motion. Hybrid test drive plus telephone motion he calls it. The understanding is that there would be

a pro-tem chair and a pro-tem vice chair elected today, with the understanding that the pro-tem chair would step aside on Sunday to allow the pro-tem vice-chair have a go at it. Two weeks from today a telephonic meeting would be held with all members and vote for the permanent chair and vice-chair.

Discussion.

The motion is seconded.

Zarinah asks why a pro-tem vice-chair is needed. Bob explains that this a construct, as it is the only legal way to allow both candidates to test drive the position and explains why.

Discussion ensues.

Wendy Schroell would like to amend the motion to elect two pro-tem chairs and that a vote be taken before 2:00 tomorrow to elect a permanent chair.

This motion is seconded.

Discussion on what to call this motion.

More discussion. Discussion on semantics.

William Walker suggests that Marty Durlin, in her capacity as chair, hand over her position as chair to both of the candidates as a provision of the rules, and then the chair election could be held on Sunday and the rest of the elections could proceed, as the candidates are not interested in other positions.

Marty Durlin concurs.

Discussion.

Point of order by Patty Heffley: A telephonic meeting cannot take place to vote, as elections must be held by paper ballot.

More discussion is held.

A move is made to table Bob s motion until noon Sunday so that William s suggested can be done.

Vote taken on tabling Bob Lederer s motion:

Yes-15

No-3

Motion carries.

Marty Durlin then states that she feels she must leave her position as chair right now and asks Ambrose Lane to please chair the meeting.

Interim chair Ambrose Lane opens the floor to nominations for vice-chair.

Julie Chavez Rodriguez is nominated. The nomination is seconded.

Fadi Saba nominated Maria Armoudian for vice-chair.

No further nominations are made.

Discussions are made.

Julie Chavez Rodriguez gives a statement.

Maria Armoudian gives a statement.

Vote taken on Vice-Chair.

A suggestion is made that while votes are being tabulated that the floor be opened up to public comment.

Marty does not support this idea.

Another objection is made to this idea.

Announcements made while voting is done and tabulated.

Vote has been tabulated. The new vice chair is Julie Rodriguez.  
The vote was 12 to 7.

The chair opens the floor for nominations for secretary.

Julie Rodriguez nominates William Walker. He accepts the nomination.

Fadi Saba is nominated.

Maria Armoudian is nominated.

Fadi Saba gives a statement.

William Walker gives a statement.

Dave asks about the candidates facility working with the computer system as the previous secretary was.

Fadi Saba speaks to this issue.

William Walker speaks to this issue.

Another question is posed to the candidates and the candidates respond.

Wendy Schroell poses a question to the candidates and the candidates respond.

Zarinah makes a suggestion.

A ten-minute break is taken so that the votes can be taken.

Meeting is reconvened by Ambrose Lane

Ambrose Lane announces that the new secretary is William Walker, the vote being 12 to 8.

Ambrose discusses the committee form being circulated.

Clarification is needed and made regarding the committee voting.

## COMMITTEE ELECTIONS

### Finance committee nominations

Rob Robinson, Mark Roberts from WPFW; Pat Heffley and Bob Lederer from WBAI; LaVarn Williams and Sarv Randhawa from KPFA.

Uncontested nominations are Mike Martin, KPFT and Dave Adelson, KPFK.

Proposal that if uncontested vote taken by acclamation. More discussion on balloting procedure.

Mark makes a proposal made to have statements made by contested nominees. The proposal is seconded.

LaVarn Williams makes a statement.

Sarv Randhawa makes a statement.

Mark Roberts makes a statement.

Rob Robinson willing to give up his nomination with the proviso that Mr. Roberts commit to serving the entire term.

Patty Heffley makes a statement.

Bob Lederer makes a statement.

Clarification made as to balloting. Candidates are listed and noted for balloting purposes.

Archive Committee nominations

Zarhina Shakir, WPFW; Teresa Allen, KPFT.

Teresa says that the bylaws state, that unless otherwise designated there is to be a director from each area on each committee. She says that someone needs to step forward from the other stations.

Discussion ensues.

Motion is made to designate an archives task force open to those willing to serve and not call it a committee.

The motion is seconded.

Discussion on this issue.

Wendy Schroell makes a motion to refer this issue to the governance committee and keep the current committee standing.

Discussion continues.

Wendy Schroell s motion is seconded.

It is noted that if this committee is to be called such, then an election must take place because the standing committee no longer exists.

Further discussion.

Motion to table this issue.

Motion opposed by Teresa.

Motion to table this issue until tomorrow.

Motion seconded.

Vote on motion to table the archive committee process until tomorrow,  
after the chair vote

Yes-12

No-3

Motion passes

Point of order: List was only seen once and was not circulated multiple times.  
Bylaw discussion on committee voting.

Suggestion is made to stop voting process so that the list can be circulated.

It is suggested that as each committee comes up for voting that additional  
people be allowed then to put themselves on that committee, rather than recirculating  
the list. This will work for committees with the exception of the coordinating  
committee. Finance committee is already complete.

Committee composition discussion.

The chair announces that the finance committee is composed of Mark Roberts,  
WPFW; Mike Martin, KPFT; Dave Adelson, KPFK; Patty Heffley, WBAI; LaVarn Williams,  
KPFA.

Governance Committee

Bob Lederer, WBAI; Mike Martin, KPFT; Sarv Randhawa, KPFA. Affiliate representative  
is Marty Durlin. No one from WPFW is represented. Nobody from KPFK is represented.

Dave Adelson states that he is willing to serve until such time as someone  
else can be convinced.

Zarinah Shakir from WPFW says that she will serve.

Someone states that nominations aren't closed until everyone is given  
a chance to raise their hand in order to serve on this committee.

Motion made that by acclamation these individuals be accepted.

Motion objected.

It is decided that paper voting should take place. Voting takes place.

Program Committee

Nominees are Rob Robinson, WPFW; Michael Warren and Patty Heffley, WBAI; Joe Montes and Teresa Allen, KPFT; William Walker and Fadi Saba, KPFA; Julie Rodriguez and Maria Armoudian, KPFK.

Question as to whether all can be elected.

The discussion centers around the statement in the bylaws of at least one .

Vote taken.

A suggestion is made to hear statements from nominees in contested areas.

Patty Heffley makes a statement.

Discussion regarding who should and can make statements.

Teresa Allen makes a statement.

Joe Montes defers to Teresa Allen.

Dave Adelson moves to have Ray Laforest describe Mr. Warren s qualifications.

Motion seconded.

Someone wants to discuss the motion.

Motion discussed.

Call to question as to whether Mr. Warren can be heard about.

Vote taken on closing debate

Yes-14

No-?

Debate closed.

Question is asked if anyone opposes hearing Ray Laforest describe Mr. Warren s qualifications. No opposition.

Ray Laforest speaks about Mr. Warren.

William Walker gives a statement.

Fadi Saba gives a statement.

Julie Rodriguez defers.

Chair announces Governance Committee: Zarinah Shakir, Bob Lederer, Mike Martin, Sarv Randhawa, Marty Durlin, Dave Adelson

Someone brings up the fact that it is 1:30 and that things are running behind. Discussion about when and how to take a break.

Discussion about when public comments will be taken.

Chair says that a 15-minute break will be taken after committee selection, and then public comment will be heard.

More discussion on how to get the board food.

Audit Committee

No representative from WBAI. Teresa Allen, KPFT. No representative from KPFA. Donna Warren from KPFK. Ambrose Lane is the representative from WPFW.

Discussion takes place.

Voting takes place.

Bob Lederer will be on the committee from WBAI.

Sarv Randhawa will represent KPFA on the committee.



## Coordinating Committee

WPFW Mark Roberts and Ambrose Lane; Ray Laforest, WBAI; Wendy Schroell, KPFT; William Walker and Sarv Randhawa, KPFA; Dave Adelson, KPFK

Question posed about those who are already on the committee.

Discussion.

Motion to table the coordinating committee election until tomorrow after the chair vote.

Teresa asks when this will take place on the agenda.

Discussion.

Motion seconded.

No objections.

Motion passes.

## Executive Review Committee

Mark Roberts, WPFW; Mike Martin, KPFT; LaVarn Williams and Sarv Randhawa, KPFA; no one from KPFK or WBAI

Someone thought that this committee had been disbanded and transferred to the ad hoc special personnel committee.

Ambrose asks for clarification.

Marty states that it happens every year. The personnel committee will be resolved after this meeting. Marty explains that there was a special personnel committee that grew out of the Executive Review Committee, to implement the Executive Review.

Dave corrects Marty and states that it was to write the job description, not to do the review.

Marty goes on to explain that every year an Executive Review Committee must be formed, as she understands it.

Dave wants to know if a motion must be made to accept the committee.

A motion is made to form an Executive Review Committee.

The motion is seconded.

Someone volunteers to be placed on the ballot for WBAI.

Discussion on this matter takes place.

Dave moves to refer to the Governance Committee the question of what committee is formed to do this task and asks them to come back at the April meeting with a recommendation, and that a committee then be formed based on that recommendation at that time.

Motion is seconded.

Someone has some concerns about this motion.

Discussion.

Vote taken on Motion to Defer

Yes-9

No-6

Programming Committee election results: WPFW, Rob Robinson.  
WBAI, Patty Heffley with 9 votes and Michael Warren had 8 votes Patty Heffley wins. At KPFT Teresa Allen had 17½ votes. KPFA William Walker has 11 votes, Fadi Saba has 9 votes. At KPFA Maria Armoudian was uncontested with 15 votes, and Julie Rodriguez got 2 votes!

Audit Committee election results: Ambrose Lane, Sarv Randhawa,  
Bob Lederer, Teresa Allen, Donna Warren.

Teresa reminds people that only signed up for one or two committees, so if not elected they should find other committees to serve.

The following committees are still open for election. Development Task Force,  
Election Review Task Force, Alliance Task Force, Board Staff Committee.

Discussion.

A correction is made that it is the Affiliate Task Force.

Sarv Randhawa notes that there is another committee that was established to look at contracts and negotiations with Free Speech Radio News, as well as Radio for Peace International. Sarv Randhawa suggests putting members on that as well.

Discussion.

Technology Committee: Zarinah Shakir from WPFW, and Joe Montes from KPFT.

It is noted that you must have five members to make a committee. People are asked to step up. WBAI, KPFA, KPFK need to find people. David Adelson from KPFK volunteers.

Zarinah Shakir discusses the problems with money with regard to the technology committee,

William Walker volunteers from KPFA. Bob Lederer from WBAI volunteers.

Vote taken on Technology Committee.

## TASK FORCE ELECTIONS

Development Task Force

Zarinah Shakir, WPFW; Fadi Saba, KPFA

Zarinah Shakir speaks strongly on the need for this task force to be well represented.

Mark Roberts, LaVarn Williams, Maria Armoudian volunteer.

Someone moves to accept the members who have graciously volunteered.

Motion seconded.

No objections.

Motion passes.

The Development Task Force is: Zarinah Shakir, Mark Roberts, Wendy Schroell, LaVarn Williams, Fadi Saba, and Maria Armoudian.

Bob Lederer moves that we open without objection the membership of this task force to LSB members on a volunteer basis.

That motion is seconded.

Someone amends Bob's motion to require that quorum requirements

be limited to the PNB members.

It is stated that this motion would apply only to this task force.

No objections to this motion.

No objections to the amendment.

Motion and amendment are approved.

Point of privilege. There are no objective ballot counters. It is stated that it isn't necessary for the task force. It is additionally noted that the nominees are all unopposed.

Election Review Task Force

Point of order: None currently. Theoretically there is a 5:30 agenda item to look into it. It is asked that the chair rule that this is out of order right now.

So ruled.

Objection. Move to appeal the ruling of the chair.

Motion seconded.

Speaker deems that the Elections Review Committee deemed necessary.

Motion made for an ad hoc committee.

Bob Lederer explains that there is already an item to discuss this issue later in the day. Bob supports setting up an ad hoc committee, but states that the agenda item was placed so that the substance of this issue could be discussed, and that out of that organically would come a motion to set up a committee.

Appeal withdrawn.

Fadi Saba says that the agenda item they are dealing with now is different than the later agenda item, and makes a motion to deal with the election portion now.

The motion is seconded.

Discussion.

No objection to go ahead.

Election Review Task Force has four volunteers: Bob Lederer and Patty Heffley, WBAI; Wendy Schroell, KPFT; William Walker, KPFA.

Patty Heffley speaks. Motion to establish ad hoc Election Review Committee to report on problems and successes in the recent LSB election at all five stations in compliance with and effect of PNB policies passed in June 2004 and to recommend improvements. Areas covered in the report will include but not necessarily be limited to voter education, allocation of airtime, ballot distribution and membership lists. The committee shall consist of five members of the PNB, one from each signal area, elected by the PNB; two LSB members from each signal area elected by the LSB. The report shall be handed to the PNB by April 1, 2005.

Someone seconds.

Discussion.

Amendment to change the date on the motion to the June meeting.

Amendment seconded.

Discussion.

Vote on amendment to extend to June.

Yes-13

No-2

Motion is read again.

Vote on motion itself, as amended.

Yes-[all but one]

No-1

Vote on members who have volunteered for the Election Review Task Force.

Rob Robinson, WPFW; Bob Lederer and Patty Heffley, WBAI; Wendy Schroell, KPFT; William Walker and LaVarn Williams, KPFA; Julie Rodriguez, KPFA are the nominees.

Discussion on whether there should be statements.

Patty Heffley makes a statement.

Bob Lederer makes a statement.

LaVarn Williams makes a statement.

William Walker makes a statement.

Chair asks that the vote take place.

Affiliate Task Force

Representatives have volunteered from KPFT, KPFA, and KPFK.

Ambrose Lane volunteers from WPFW. Teresa from KPFT; Sarv Randhawa from KPFA; and Maria Armoudian from KPFK.

Motion to accept all volunteers and dispense with paper ballots.

Motion seconded.

David Adelson objects because it sets a hideous precedent .

[Laughter]

Sarv Randhawa moved the motion, Bob Lederer seconded it. No objections. Motion approved.

Technology Committee members elected are as follows: William Walker, Zarinah Shakir, Joe Montes and Adelson.

Point of Privilege: People have signed up for public comments and have been expecting it for two hours and want to have a timeframe.

Point of Order: The COI reps are elected by local boards, not by the board.

Board Staff Task Force

Someone asks for clarification of this task force. Marty explains that Dan Coughlin thought that it might help ease some problems in communication. The committee has five GM s the ED, the CFO, and one representative from each station. This task force met once and never met again.

Point of Privilege: It is appalling that people have come for public comment and have waited two hours. Someone said that perhaps they should not pledge because of this kind of treatment. This person is trying to convey how important

it is to set a time for public comment and that all business shall be stopped to go to it.

Sarv Randhawa makes a Motion to immediately suspend business and get to public comment.

Motion seconded.

No objections.

Motion passes.

Discussion about getting on the public comment list.

## PUBLIC COMMENT

Each person shall have two minutes.

Dolores Bernal speaks about WPFW and what she sees as discrimination and racism regarding the lack of Latino programming, as well as other issues.

Jack VanAcken speaks from the KPFK listening area. He is on an ad hoc committee trying to have an elevator installed in KPFK. Mr. VanAcken speaks about this issue. Mr. VanAcken also speaks about the PNB Budget Committee meeting on KPFTX.org and values the work of Otis McClay and [inaudible] in making the meetings available in a professional and timely manner.

Nate from KPFA is also recognized for the streaming of the meeting.

Someone speaks about public involvement in committees. She speaks to 403(b) plans for all staff. Speaks about affiliate involvement in PNB.

Jan Goodman speaks about bylaws changes and about public comment during meetings. She also speaks about a bylaws convention.

Michael [Penintel?], from KPFK speaks. He finds it unbelievable that they've been in board training and that it was money well wasted. He speaks further about embezzlement and other fiscal problems. He feels disappointed.

Israel Foyer speaks about the need to have a response from the board during public participation, as appropriate, at every public participation. He speaks about fair play being a keynote. He speaks about meeting procedures. He also speaks about what he calls the democratization issue and be addressed through a governance committee.

[Delay?] speaks about diversity and race at Pacifica. He feels that funding

for training should be made available for members of the disenfranchised community, specifically women of color. He speaks about the efforts of KPFK to youth of color to be empowered.

Ed Pearl speaks about the Martin Luther King parade on Monday, and developing a leaflet to actuate the presence of a delegation marching under a banner of KPFK and uniting Martin Luther King and KPFK's mission. He speaks about this leaflet and asks for help in passing the leaflets out during the march.

Don White defers to listener sponsors because he plans on making a report later. But just in case he wants to say that he has noticed that they have not been officially welcomed to this signal area by the local station board of KPFK, the members of the LSB, and the listener sponsors who are such an important part of the signal area; and so on behalf of those folks he says, It's a great honor to have the PNB and notwithstanding the fact that you have hit some roadblocks at times in the agenda, there is a lot to be encouraged by in the work you've done & He continues to speak.

Kelly Barnes speaks about empowering and inviting people to participate. She speaks about watching the board today and how it saddens her to see time taken with elementary board items that could be made more efficient and that people aren't more willing to step up.

Arturo Lemus welcomes the board to Los Angeles. He asks the board not to give up and that their presence is appreciated.

Lawrence Reyes apologizes to Don for yelling yesterday. He speaks about the LSB committees at KPFK being opened up to listener sponsors.

Ted Weisgal has two requests one regarding programming collaboration and the other regarding financial protocols and speaks on these issues.

Chuck [Skeritch?] from KPFA states that he drove down to support the Pacifica Worldwide Short wave Radio project, and speaks about this.

Jane Jackson speaks. She states that she will save most of her remarks for tomorrow, but want to make a point of clarification. She says that she thought she heard it said that the committees of inclusion were station committees, and that she understands the bylaws to say that each station shall elect three she believes from the PNB to serve on each of the five station committees that are not station committees according to the bylaws, but are committees of the PNB. She asks for clarification.

Jean Banish welcomes the board to Los Angeles and speaks about problems with slates and endorsements. She states that the process is not democratic. She encourages the board to look at the elective process and whether it should continue. She asks the board to pay attention to what Ysrael said.

Doug Barnett speaks about the elevator problem at KPFK. He speaks about the lockdown mentality at KPFK.

John Winger speaks about programming policy. He speaks about overly centralized government and about programming policy guidance and not direction to the local boards and stations. He makes some suggestions about generating programming



locally and distributing it.

The chair thanks all of the participants who made comment and announces a five-minute break. They will reconvene at 3:20.

Chair calls to reconvene. Continue with elections.

## ELECTIONS, CONTINUED

William Walker reads results of Election Review Committee: WBAI-Patty Heffley (12 votes), Bob Lederer (6 votes); KPFA-LaVarn Williams (10 votes), William Walker (7 votes); KPFK-Julie Chavez Rodriguez; KPFT-Wendy Schroell; WPFW-Rob Robinson.

### Board/Staff Committee

Sarv Randhawa, KPFA and Maria Armoudian, KPFK have volunteered. Mark Roberts volunteers from WPFW.

Point of information: Is this a committee or a task force? A motion is made that this committee be turned into a task force.

Motion seconded.

Discussion about why this is a committee and not a task force. However, there are no LSB reps, so it is like a task force. It was formed so that the PNB can get together from each area with the general managers and talk.

William Walker speaks to say that it is not a task force, it is a special committee much like the finance committee is a special committee. He explains that this is due to the rift between board and staff.

Ambrose Lane points out that it is not in the bylaws.

William Walker further explains that the committee was a motion that came to the board as a special committee that excluded members of the local station boards due to personal issues and confidentiality issues of the committee. William Walker says that it could be made a task force, but it should be noted that if there are two station areas that do not want to participate a situation is created that doesn't work.

Mike Martin speaks and withdraws his second, and adds his name for KPFT.

The motion is withdrawn.

Ray Laforest adds his name for WBAI.

Ambrose states the candidates for the committee.

From KPFW: Mark Roberts; WBAI-Ray Laforest; KPFT-Mike Martin; KPFA-Sarv Randhawa;  
KPFK-Maria Armoudian.

Point of information: It is asked that the charge of the Board Staff Committee be made clear. It is suggested that a proposed charge be made.

William Walker moves that the discussion on this be tabled for the time being and be moved to the governance committee. He suggests that the governance committee not simply discuss the relations committee, but also discuss how they work with the special personnel committee, if that were to come up again, and the executive review task force.

Motion to table seconded by Teresa.

Discussion.

Substitute motion to proceed with the election and charge the committee to meet and report back to the board within a month.

The motion seconded.

No objection to the substitute motion.

Motion passes.

Voting takes place on Board Staff Committee

Chair Ambrose notes that they are now one and one-half hours behind schedule.

Ray Laforest notes that the bylaws in article 8, section 2 state that the board may designate one or more directors as alternates for any committee. Ray moves that the provision be exercised and allow people to present themselves as alternates for all the different committees that were just voted on.

No second to the motion. Motion fails.

Bob seconds the motion, but it is told that it is too late. Ray asks why it is too late and is told that they are all running so late.

William Walker announces the Board Staff Committee members are as follows:  
KPFW, Mark Roberts; WBAI, Ray Laforest; KPFT, Mike Martin; KPFA, Sarv Randhawa;  
KPFK, Maria Armoudian, and that the vote was 17-0 for all.

## MANAGEMENT/STAFF REPORTS

Executive Director, CFO, GM presentation

Dan Coughlin introduces himself and notes that he and the entire Pacifica management team, representing all five Pacifica stations, the Pacifica Radio Archives, and the Pacifica Affiliates director will make a presentation.

Mr. Coughlin thanks the KPFK community for hosting the meeting this weekend. He then thanks KPFK and KPFTX for their help with audio and videostreaming. He adds his own thanks to the outgoing board and gives a warm welcome to the new board members and the new local station board chairs. Mr. Coughlin states that he wants to give a snapshot of Pacifica's 15-year history, starting off with the finances and introduces Lonnie Hicks to give a brief overview of the finances.

Lonnie Hicks begins his presentation, stating that he will be giving a 15-year financial history of Pacifica in order to give a sense of how the history gives a sense of where the future needs to go. He gives his presentation. He explains that Pacifica is an event-driven network. Mr. Hicks continues with the presentation, answering questions as they come up.

Don Rojas congratulates and welcomes the newly elected members of the PNB, and those returning for another term. He then expresses from the New York delegation their appreciation for the support and generosity they have experienced in Los Angeles from the KPFK family. He also thanks the archives. He states that he would like to focus on some opportunities that the network is confronting and should embrace. Mr. Rojas then gives his presentation, focusing on digital media technology. Marty Durlin, Dave Adelson, Wendy Schroell, William Walker, and others make comments and ask questions regarding what Don presented.

Phil Osegada welcomes the board to the new year, with new challenges and opportunities, and states that he and the others from the national office and stations look forward to working closely with the board on a myriad of issues, including fundraising and development. Phil gives his presentation about fundraising. Fadi Saba, Mark Roberts, and LaVarn Williams make comments and ask questions of Phil.

Roy Campanella, General Manager/KPFA speaks about Pacifica's future generations and reiterates what Phil said that Pacifica's average listener age is 51. He notes that the average age of an NPR listener is 46, and that the United States as a whole has an average age of 41. He goes on with his presentation, speaking to the need to appeal to a younger age, and to people of color. Mr. Campanella speaks to the need for a Pacifica-wide apprenticeship program and speaks about First Voice and Youth Radio. He speaks to what Mark Roberts raised, in that programming can't just be done for youth, but needs to be done by youth. He mentions Hard Knock Radio as a benchmark example of youth programming. He continues his presentation and answers questions and listens to comments.

Dan Coughlin speaks for a moment about new initiatives tied to the communities to strengthen relationships and partnerships. Mr. Coughlin then introduces KPFK General Manager Eva Georgia.

Eva Georgia speaks starts by stating she is grateful not to fit into the same category as her counterparts an older male over 51 years old! Ms Georgia speaks about outreach and about it being mission driven, in order to allow Pacifica to get closer to the community and create opportunities to fulfill Pacifica s mission of giving voice to the voiceless and serving the underserved communities. She continues with her presentation, including speaking about outreach and the efforts of the volunteers, and the effort of the community.

Dan Coughlin acknowledges Ursula Rutenberg and asks her to speak about the challenges and opportunities in the Pacifica affiliate world.

Ursula Ruedenberg speaks about the affiliates coverage in 2004 of various events, such as the Democratic National Convention, the RNC, the Presidential and Vice-Presidential debates, Green Party, election day and night. She speaks about other cooperative and collaborative things the affiliates are doing, such as town hall meetings, Pacifica Headline News, and Sprouts Radio from the Grassroots. Ms Rutenberg speaks about the audio port and how it works. Ms Rutenberg speaks about outreach initiatives to help independent media. She speaks briefly about technology and technical support for the affiliates. Ursula acknowledges and thanks Marty Durlin for her work in the past year. She then points out that in the affiliate stations the age groups are much younger than at Pacifica due to the college radio stations.

David Adelson speaks about the decision for audioport to be open source software and that it is a real contribution to all democratic media, and would like policy to be passed that except under exceptional circumstances that Pacifica do open source development in order to serve the larger media movement. He speaks about screenings of videos and that it is a good way to get things out into the community. David then mentions that the success of the KPFK initiatives was the existence of open space and shared space.

Someone asks that Prometheus and the judicial decision in Pennsylvania regarding the FCC be spoken about.

Someone says that from what they recall there was a judicial decision having to do with the lawsuit that Prometheus was involved in, that did something about the FCC loosening of ownership.

Someone else explains that Prometheus was one of the organizations responsible for helping to roll back the telecommunications act, and that it was a huge victory.

A woman speaks about the proclamation of the PNB about the FCC, and how it should expand the media rather than punishing for being pirate radio stations. She wonders if there is a way to send that message to every mainstream media source.

William Walker asks about the contractual relationship between Pacifica and a microstation.

The answer that the Pacifica contract is very simple, and that it is the same service, getting access to all programs and services. There is only one condition, which is that they are paid. There are no other obligations. She explains that most LPFM s are not up to speed yet, and goes on to explain that the philosophy

is long-term relationships and that every affiliate is a long-term relationship that is committed to.

Someone comments on the growth of affiliates, and asks what outreach efforts are being done to attribute that growth to. Ms Rutenberg attributes the growth to what she calls a marketing strategy, which is basically to enhance value and reputation, which is prompting people to call on an average of three times a week. Her attitude is that she is not selling Pacifica, but creating a product or a reputation that makes people want to buy.

## Programming

Ron Pinchback congratulates the new members of the PNB and thanks the old members of the PNB. Mr. Pinchback speaks about the fact that listener support escalates due to what is going on in the country. He reminds people of the phrase, It s the economy, stupid and says that it s the programming that generates the spikes in listener support. He states that programming is the Pacifica product the individual stations that addressed the informational needs of their communities during critical times. He explains that it is not national versus local programming, but national AND local programming that pulls in listeners.

Mr. Pinchback continues that it is important to understand that it is necessary for the network to be involved in programming around issues that the country is galvanized around such as the war, the economy, the patriot act, gay and lesbian issues, education issues. He talks about programming that can generate income, when possible, but that the programming can t all be income generating because Pacifica must also provide service and fulfill a need in the community. Mr. Pinchback speaks about needing an outreach program to reach underserved communities. He talks about not just depending on the analog model to generate income, but that they must expand beyond what is on the air. He gives some examples such as archiving program for on-demand use.

Mr. Pinchback continues to speak about many issues regarding programming, such as talk radio versus music radio and balancing those; getting local voices on the air; getting a local and national headline package running. He points out that although some people would look at these issues as challenges, that they can also be looked at as opportunities.

Various people ask questions and speak about programming issues.

## Duane Bradley, General Manager of KPFT

Mr. Bradley congratulates the new and veteran members of the board, and is looking forward to working together in the next year.

Mr. Bradley speaks about working at KPFT, and what it is like working from an actual house they broadcast from the sunporch. He speaks about all of the various physical plant facility needs that Pacifica has rats, water, new roofs, disabled access, etc. Mr. Bradley says that capital campaigns are necessary to deal with these things.

## Archives

Brian DeShazor says that there is now an Archives Task Force rather than an Archives Committee. He talks about the fundraising that was done by the committee, and that they broke all records for the fund drive day pledging

over \$186,000. Mr. DeShazor speaks about the Preservation and Access Project being in their second year and that it is funded in part by the National Endowment for the Arts and the recording academy. He describes some of the activities that the project is involved with.

A number of people make comments and pose questions to Mr. DeShazor.

Lonnie Hicks

Mr. Hicks says that he would like to try to offer what the national has been experimenting with ways to create a sustainable financial strategy for Pacifica that will carry into the future. He says that he would like to identify what they have come to see as ways to increase the revenue of the network that work, that are sustainable. He points out that a three-year grant will go away and does not fall into his category of sustainable. He explains that events are important for various reasons outreach, for example but they are not bringing in the large dollars that are needed. Mr. Hicks goes on to explain that on-air cannot be counted on, and that supplemental ways of raising large dollars are needed. Mr. Hicks proposes that the sustainables are looked at. He talks about the fact that the membership is aging they are wonderful, but they are coming to the point where their generosity needs to be replaced and that a youth strategy is crucial. Mr. Hicks talks about the various plant needs, including ADA needs. He points out that there may be legal costs eventually, transmitter costs, archive costs, new building costs, and so on that total up to \$14.2 million.

Mr. Hicks says that it will not happen in one or two years, but may happen in five years. He outlines a plan for each year in order to make this happen. He states that there is national and local support for Pacifica's mission, and says that using the mailing lists of other progressive institutions can be a way to raise substantial sums of money perhaps as much as \$2 million and says that it is possible and sustainable, and explains why. Mr. Hicks points out that community organizations can be looked at as affiliate members of Pacifica if the concept of membership can include organizations labor organizations, women's organizations, minority organizations, green organizations and that these organizations have the capacity to do outreach and so on, and that the mission should be to reach into those communities.

Mr. Hicks finishes by saying that he challenges everybody in Pacifica to think in terms of ensuring their future.

Comments, questions, and requests for guidance are heard.

-Five-minute break-

## LSB CHAIR PRESENTATIONS

Vajra Kilgour from WBAI notes that the fall fund drive exceeded their goal, and that pledges picked up in the day or so after Bush was reelected. She speaks about the number of returned ballots and donations and programming surveys that were sent in with returned ballots, and she also noted that the WBAI elections were sharply contested and there were sharp divisions. Ms Kilgour breaks down the board demographically as 10 women and 14 men, of whom one is gay and another bisexual. There is one indigenous person, two people of Latin

American origin, ten people of African origin, and eleven people of European origin which she says does not exactly reflect the demographic makeup of the area, as there is a very large Asian population, but that they are at least representing some major groups. Ms Kilgour speaks about some budget and financial issues. She speaks about the membership outreach and fundraising committee, about the management evaluation committee, the programming committee, the committee of inclusion, and the ad hoc election review committee. Ms. Kilgour speaks briefly about a new GM search committee that is respectful of the contract of the unpaid staff bargaining unit. She then says that she is doing her best to learn Roberts Rules of Order as quickly as she can. She hopes to get WBAI healthy and growing in the next year.

Jim Brown from WPFW speaks about the local station board's successes and disappointments. Mr. Brown explains about the committee establishment at his station, and that some of the responsibilities will change on those committees. The LSB Finance Committee helped to put together the 2005 budget. He tells about the LSB Outreach Committee and some of their efforts. Mr. Brown talks about the Management and Assessment Committee's work in finding a general manager, and also talks about the programming committee's accomplishments. Mr. Brown tells about the station's monthly LSB show, which communicates the activities of the LSB. He tells about the development of their in-house newsletter, the WPFW web page. Mr. Brown then decides to skip over the rest of the committees and says that he would like to talk about the actual functioning of the LSB. As his time has expired, he simply says that they realize the awesome task before them and that because they take great pride in their work and commitment to Pacifica and WPFW, they are planning to have a retreat on January 29th to help them to get to know one another better.

Susan Young from KPFT is the newly elected chair of the KPFT LSB, and says that it is an honor to be at the table with the fine people that she is getting to know better and learn a great deal from. Ms Young speaks about the committee work done at KPFT, and that they were able to produce such things as the management evaluation report, the standing rules document. She says that because their committees were so active and their board members so generous, that they were able to accomplish a lot. Ms Young states that she feels that one goal for the coming year should be to work better with the PNB. She speaks about the Committee of Inclusion and that the collaboration between them and the Election Committee solved some major problems regarding the inclusion of people of color. Ms Young speaks about the Community Advisory Board forming a bridge between progressive organizations and their Committee of Inclusion, and the entire LSB and all of Pacifica. She then speaks about the Management Review Structure, and that great strides will be made that the LSB will operate in a more responsible fashion. She then notes that Houston, Texas, is a place where Pacifica can learn a lot as it is a place where red and blue meet.

Rosalinda Montes Palacios from KPFA greets everyone and congratulates the new chairs. Ms Palacios explains that at KPFA nine members were elected to the listener station board, and states who the staff representatives were, and who the listener reps were. She notes that six women, two Chicanos, one African American and one Africano were elected. Ms Palacios says that the election of officers resulted in four women being put into leadership positions. In closing, she states that they are hoping to better the communication between board members, and that they will be holding a communications training soon. She speaks about bringing back the Folio, and that they are looking at that. Ms Palacios says that they are also looking at and working on how to get more affiliates throughout the state of California. She says that she is looking forward to working collaboratively with each of the board members.

Don White from KPFK welcomes everyone to his signal area, and says that it has been a great and productive few days. He speaks about KPFK's

commitment to meeting all over southern California, and that they have held meetings in various locations. He speaks about the makeup of the LSB, which is 54.2 percent women and 58.3 percent people of color and that if you take the women and the people of color that the board's composition is 75 percent women and people of color, but that they are not satisfied with that because many communities are still not represented. He explains that outreach has been done in the Salvadorian community and the Filipino community, among others, so that the board truly is representative. Mr. White talks about the staffing of communities, and the establishment of an interim Program Council. He tells about the board retreat that took place, and that it was an inspiring day resulting in a bonding and improved relations between the board and management. Mr. White explains that there are still things that need to be implemented from that retreat. He tells about the Community Advisory Board that was formed, and that it is very diverse and created by the work of the members of the LSB. Don White says that they have had one town hall meeting, but they are mandated to have two. He says that the one that they had was quite successful, and that there was good participation. He notes that at that event it came out that one of the conflicts is the sense that listener sponsors are not being incorporated into committees. Mr. White has run out of time, but quickly mentions the elevator project, a fund drive. He states that he feels that they need to move on the incorporation of listener sponsors in committees, because there is an impression in the signal area that the LSB is not open to the participation of listener sponsors, which is a hideous impression which should be rapidly dispelled.

Ambrose Lane thanks the LSB Chairs for their presentations and for their role as chairs. He states that two items will carry over until tomorrow.

Someone makes a motion to adjust the agenda to convene at noon and begin with an agenda review and adjustment, and then go to the chair item and other business.

Motion seconded.

More discussion on tomorrow's agenda.

No objection to motion.

More discussion about tomorrow's agenda, including the Elections Review.

A motion to adjourn is made.

More discussion about agenda items and timing.

Announcement and discussion regarding the social event for the evening.

Motion to adjourn is seconded.

Vote taken to adjourn.

Motion passes.

Announcement is made about the revised communication policy.



Meeting adjourns.

End of transcript minutes for Saturday, January 15, 2005.

Respectively Submitted by \_\_\_\_\_, Secretary  
of the PNB