

Pacifica National Board—Teleconference (Special Open Session)

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

Originating in Various Locations

Thursday, April 12, 2012

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:40 PM Pacific Daylight Time.

a. Roll Call / Establish Quorum

Nineteen members were present, constituting a quorum:

Ken Aaron (KPFK), Ivon Alcime (WPFW), Teresa Allen (KPFT), Nia Bediako (WBAI), Wesley Bethune (KPFT), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (Vice-Chair, KPFT), Revalyn Gold (WPFW), Campbell Johnson (WPFW), Ali Lexa (KPFK), Laura Prives (KPFA), Summer Reese (Chair, KPFK), Marcel Reid (WPFW), George Reiter (KPFT), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA).

One member was absent: Kathy Davis (WBAI).

Two members were excused: Heather Gray (Affiliates), Efia Nwangaza (Secretary, Affiliates).

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

Audio Recording: The audio for this meeting can be accessed at [KPFTX.org](http://KPFTX.org)

[Audio Part 1]

(5:45) Designate Timekeeper

Reiter volunteered to serve as timekeeper.

II. Open Session Agenda Approval (5:46)

The agenda was amended and **approved** without objection (see Appendix A).

### III. Minutes Approval (5:49)

1-5-12, 1-12-12, 1-28-12, 1-29-12, 1-30-12, 2-29-12, 3-22-12.

Brazon **moved** to postpone approval of accrued minutes. **Passed** without objection.

### IV. Executive Director's Report (5:54)

The Executive Director reported on on-going audits, coverage of national elections, and properties in New York and Washington DC. Discussion followed.

### V. Chief Financial Officer's Report (6:06)

The CFO reported on the CPB audit, the Department of Employment Services audit, the concluding fiscal audit, revenues for the first six months of the year (\$7.9 million), the network being \$100,000 under budget, network net income (\$500,000), and the WPFW relocation. Discussion followed. The ED provided additional reporting on inspections and audits.

[Audio Part 2]

The CFO Report continued.

### VI. Board Chair Report (6:45)

The Chair reported on the network audit, WPFW matters, the KPFA Recall Supervisor, and financial issues. Discussion followed. Allen initiated a discussion of KPFA recall election email communications.

Aaron **moved** (amended by Lexa): The Pacifica Technical Supervisor shall collect bulk emails from Save KPFA in a folder, which shall be made accessible to PNB members.

Rosenberg **moved to extend** ten minutes. **Passed** without objection. Discussion continued.

Lexa **moved to amend**: The Pacifica Technical Supervisor shall create a folder in which Save KPFA email is collected and made available to PNB members. **Passed** without objection.

Johnson **moved** to finish the stack. **Passed** without objection. Discussion continued.

A vote was held but two members subsequently reported that they were unable to access the call. **Point of order** from Johnson: Claimed to have been muted against his will earlier. The Chair allowed Bediako and Reid to vote after the tally had been announced. **Point of order** from Rosenberg: At this point we don't know who did or did not have technical problems, we should have a revote. The Chair ordered a revote and committed to investigate phone technical problems.

Aaron's amended main motion **failed** on a roll call revote: Yes--8, No—9, Abstain—0.

Yes—Aaron, Alcime, Allen, Birden, Crosier, Lexa, Reiter, Rosenberg.

No—Bediako, Bethune, Brazon, Gold, Johnson, Prives, Reid, Siegel, Turner.

Present not voting—Reese.

[Audio Part 3]

The open session was extended fifteen minutes without objection.

## VII. Time-Sensitive Issues (7:40)

### a. WPFW Delegate vacancies

The Chair reported on WPFW LSB vacancies and elections. Discussion followed.

The Chair proposed that the WPFW LSB Chair record an audio cart for public broadcast announcing the availability of two listener LSB seats (STV election) and one staff seat (IRV election). Election assistance shall be obtained from FairVote or a qualified volunteer. Approved without objection.

The meeting adjourned without objection at 8:01 PM. The board reconvened in executive session immediately afterwards.

Respectfully submitted by Efia Nwangaza, Secretary

John P. Garry III, Recording Secretary

(these minutes were approved on May 24, 2012)

## Appendix A—Approved Agenda

### **I. Call to Order and Opening Business – PNB Chair** (1 Min.)

#### **a. Roll Call / Establish Quorum – PNB Secretary** (4 Min.)

**For Attendance.** X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

**Determine excused absences – Chair**

#### **b. Designate Timekeeper** (1 Min.)

### **II. Open Session Agenda Approval** (10 Min.)

### **III. Minutes Approval - Approval of accrued Open Session Minutes** (30 Min.)

1-5-12, 1-12-12, 1-27-12, 1-28-12, 1-29-12, 1-30-12, 2-29-12, 3-22-12

**IV. Executive Director's Report** (5 Min.)

**V. Chief Financial Officer's Report** (5 Min.)

**VI. Board Chair's Report** (10 Min.)  
To include any Executive Session Report Outs

**VII. Time-Sensitive Issues**  
a. Discussion of WPFW Delegate vacancies appointment/election procedures (10 Min.)  
b. Discussion of Pacifica Local Station Board elections  
(10 Min.)

**VIII. Committee & Task Force Reports**  
(The order determined by when committees submit their written reports before the meeting; time allocated to each determined by content of those reports, including committee motions)

**Technology Committee** (5 Min.)

That the Tech Committee will be allowed to operate as a task force until such time as the group can be re-established as a committee.

**Development Task Force – Heather Gray, Chair** (15 Min.)

**Motion 1: Publicists:**

The PNB authorizes acquiring six (6) unpaid publicists within 30 days of the present date to work at each of the five (5) stations and one head Publicist to coordinate at National Office.

*Passed unanimously at KPFK LSB and by the Development Task Force*

**Programming Committee – George Reiter, Chair** (30 Min.)

**Motion 1: Program Councils:**

The PNB directs the executive director to set up Program Councils as management committees, at each station.

The composition of the committee shall consist of 1/3 staff, selected by stv election, 1/3 members of the LSB, also selected by an stv election, and 1/3 listeners, approved jointly by the LSB and the Program Director by a procedure satisfactory to both. Terms shall be for the maximum of 2 years, or for an LSB member, the term on the LSB, whichever is less.

The Program Councils shall serve to provide a collaborative nexus between the board, the listeners, the staff and the management of the station for the purpose of implementing the programming policies of the LSB and PNB. Specifically, they shall have the power to review programs and vet new programs, including for compliance with the mission, and recommend changes to schedules. They shall provide for adjudication of issues arising between staff and management, where no other means of doing so exists. They will set their own agendas in these regards.

Program directors will serve as non voting ex-officio members of the Program Councils. The Program Director shall provide an orientation and training to the members of the Program Council on generally accepted standards of air quality and the art and science of putting a programming grid together. Program Council members have the reciprocal responsibility to educate themselves on these matters, and to learn more about what goes into radio production and programming from the programming and production staff. The Programming Councils are charged with making recommendations to the Program Director. If the program director declines to act on such recommendations, he/she shall report his/her reasons and respond to dialogue on the issue from the Council. Such dialogue shall be made widely available to the listeners. If consensus cannot be reached on a course of action between the Program Director and a majority of the Council, the Council can appeal the decision to the GM with a vote of 2/3 of its members. The Council will make a yearly report on its functioning to the LSB, the Programming committee of the PNB and the listeners, and may make interim reports to these bodies as it sees fit. It will solicit input on programming from the listeners. All meetings of the Program Council will be in public session, with the exception of those that are required to be in Executive Session by the Pacifica Bylaws. The Council shall determine by majority vote whether any given meeting must be held as an Executive session.

*Passed 5-1 by the Development Committee; see separate minority report in the Committee Report*

**Financial Reform Audit Task Force (FRAT) – Ken Aaron, Chair (15 Min.)**

**Motion 1: Business Managers:**

"The lines of authority within network management should be specifically and carefully defined in order to reinforce the position of the CFO in regard to the station Business Managers in order to ensure the proper financial management of the Foundation. Further, the PNB expects business managers to adhere to network-wide reporting standards and schedules."

*approved by a vote of 6 yes, 2 no, 1 abstention*

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

Discussion of how to get volunteers to help stream and archive PNB committee meetings

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

**Archives Committee (5 Min.)**

**Audit Committee (5 Min.)**

**Elections Committee - Carolyn Birden, Chair (5 Min.)**

**Finance Committee - Tracy Rosenberg, Chair (5 Min.)**

Motion: (Ken Aaron) "That the NFC refrain from having executive sessions until such time as actions are taken to resolve considerations about breaches of confidentiality." (Passed 8 for, 1 against, 0 abstentions)

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

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

**Personnel Committee** (5 Min.)

**LSB MANAGEMENT SEARCH COMMITTEE CONFIDENTIAL AGREEMENT**

As a member of the (station name) Management Search Committee (hereinafter referred to as “MSC”), I recognize and accept my responsibility to protect the confidentiality of every candidate.

As a member of the search committee, I will have access to confidential information and materials related to the search, and with full knowledge of the critical importance of confidentiality to the integrity and success of the search process I hereby agree:

I will not disclose confidential information shared by candidates or other committee members to anyone outside of Pacifica Foundation, including but not limited to the applicant’s employer or associates, or to anyone inside of Pacifica Foundation who does not have legitimate reason to know based on job or local or national board membership without the prior written consent of the committee.

In this context, confidential information includes, but is not limited to, applicants’ names, places of current or previous paid or unpaid work, and references; deliberations of the search committee relating to individual candidates; and all documents which might identify individual candidates.

I will maintain the confidentiality and integrity of communications and security systems including data processing systems, telephone conference numbers, recordings, codes, e-mail and voice mail belonging to the foundation or used to conduct the foundation’s business.

I will take all reasonable steps necessary to ensure that confidential documentation and other material is monitored, managed, stored, transmitted, destroyed and otherwise handled in a manner that will preclude inadvertent disclosure, loss or misuse.

I acknowledge that I have read and understood the Confidentiality Agreement.

**IX. Motion postponed from previous PNB meeting** (15 min.)

**Motion by Davis: Quorum**

Resolved, that PNB committees be empowered to conduct a meeting in the absence of a quorum in order to further the committee’s business, with the proviso that any motions other than agenda-setting or the setting the date of the next meeting be held to the next (quorum) meeting for a vote.

**X. Unfinished business (start after completion of previous motions)**

**a. Motion by Crosier: Public Criticism of Staff** (15 Min.)

It is the policy of the PNB that no member of the Pacifica National Board shall criticize publicly, or demean publicly in any way, members of the staff. Any legitimate criticism of the work of staff members that a member feels needs to be acted on is to be forwarded to the Executive Director or to the PNB for resolution. Failure to abide by this policy will be interpreted as action against the interests of Pacifica, and will be subject to the disciplinary

procedures provided for by the Bylaws for such actions.

**b. Motion by Steinberg: Membership Termination Standing Rule** (15 Min.)

Due to possible conflict of interest, any person who has been terminated from the Pacifica Foundation employment for cause shall be prohibited from membership in the Pacifica Foundation. When this type of proceeding is brought, all due process procedures called for, as noticed to all in the Pacifica Bylaws, in Robert's Rules of Order (Chapter 20) shall apply.

**c. Motion by Davis: Membership re: Malice** (15 Min.)

Be it resolved that any person or member of the Pacifica Foundation that acts with malice and/or violence and/or levies threats; either verbal or physical against Pacifica staff or members of the LSB or PNB should be disqualified from membership and participation in Pacifica governance. Further, any person or member of the Pacifica Foundation who acts to limit or undermine the fund raising and or function of the Pacifica foundation or its radio stations and broadcast licenses should be disqualified from membership and participation in Pacifica governance. And, that any person or member of the Pacifica Foundation who acts to undermine, counterbalance, destroy or limit the Pacifica Bylaws should be disqualified from membership and participation in Pacifica governance.

## **XI. New Business**

**a. From: Nwangaza:** (15 Min.)

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

**b. From: Nwangaza:**

**MOTION 2: for a Pacifica Affiliates' – Pacifica Foundation Task Force** (30 Min.)

**Introduction**

The vision for the Affiliates' Program (The Program), at its inception, was that The Program would facilitate the development, production, broadcast, exchange and distribution of meaningful and influential progressive content, provided by both the sister and affiliate stations. The Program was expected to be a mutually supportive resource, serving its members as a communication hub and a teaching/learning community. It would be dedicated to improving both program content and delivery efficacy, with an ever increasing number of progressive programs. The programming would be responsive to Foundation and Affiliate listener needs and interests and give access to otherwise unavailable news, arts, and commentary for worldwide radio, internet, and other possible platforms.

**Mission**

To achieve this objective, the Affiliates' Task Force was created and charged with representing the Pacifica Affiliates and being a bridge to the Pacifica Foundation. Consistent with the Pacifica Foundation's mission and the Task Force's charge. The Task Force shall strive to build and maintain an authentic Pacifica-Affiliate partnership by maximizing Affiliate membership, input, and participation.

**Membership**

Any member of an Affiliate or Pacifica station is welcome to participate in the Pacifica-Affiliates' Task Force.

**Voting, Co-Meeting Facilitators and Monthly Meetings**

Where voting occurs, only duly designated station representatives of an Affiliate or Pacifica station, who has

attended three consecutive meetings (the meeting of the vote and two meetings immediately prior to the vote) shall be allowed to vote.

**Officers**

The Task Force shall be convened by PNB assignment. It shall elect a pro tem Facilitator or Facilitators (at least one of whom shall be an Affiliate Director) for the first three meetings and a Secretary (who shall be any voting eligible member of the Task Force). The permanent yearly Facilitator(s) shall be elected at the third regular meeting.

**Meetings:**

The Task Force shall meet a minimum of once a month and conduct such business as is consistent with its mission and in the manner prescribed the by-laws of the Pacifica Foundation.

**c. from: Brazon:** (10 min.)

Whereas Director Tracy Rosenberg posted "KPFA: An Open Letter on E-mails" to Indybay.org news items site on Saturday, April 16, 2011 which included email communications between attorneys on pending Pacifica matters of litigation,

Therefore it is resolved that the Pacifica National Board of Directors censure Director Tracy Rosenberg.

**d. from: Rosenberg:** (10 min.)

Motion of censure against the 27 members of the KPFA LSB for demanding the disclosure of confidential legal information in an open session of the KPFA Local Station Board.

**e. from Birden:** (10 min.)

Whereas, the Bylaws state that "the term of a Director shall be one (1) year. A Director may serve no more than five consecutive one-year terms. A Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's fifth consecutive one-year term" (Article Five, Board of Directors of the Foundation, Section 2: Term), clearly defining the firm limit of "five consecutive one-year terms" for all Directors, and

Whereas, this term limit was not separately addressed in the motion that set up selection procedures for the Affiliate Directors, it is

Resolved, by the Pacifica Foundation Board of Directors, that this limit (five consecutive terms) required in the Pacifica Bylaws shall also apply to the number of consecutive terms permitted by Affiliate Directors.

**f. from: Aaron**

Whereas there is a potential for irresponsible abuse of the Director's privilege to seek counsel thereby incurring financial obligations for the Foundation without regard to cost,

It is therefore resolved that any request from PNB Directors for special legal service of any kind shall include an estimate of the cost for such service and require approval of the PNB by majority vote. Such approval will specify a cost limit and time limit for the fulfillment of the request. This applies, but is not limited to advice, review, reports, evaluations and filings. This does not apply to normal work done in relation to ongoing legal actions or projects



already approved by the PNB. Nothing in this resolution alters or affects Management's rights and duties to hire counsel as needed in accordance with the bylaws.

**XII. Adjourn (time certain) (10:00 pm EST)**