

**PACIFICA FOUNDATION RADIO**  
**PACIFICA NATIONAL BOARD SPECIAL MEETING**  
From Various Locations via Telephone Conference  
**DRAFT AGENDA - Open Meeting**  
Thursday, September 10, 2015 - 10:00PM ET

I. **Call to Order**

A. Roll call and establishment of quorum

Teresa Allen, KPFT	Janet Kobren, KPFA
Rodrigo Argueta, KPFK	Janis Lane-Ewart, KFAI Affiliate
Carolyn Birden, WBAI	Robert Mark, KPFT
Lydia Brazon, KPFK	Brenda Medina, KPFK
Jim Brown, WPFW	Tony Norman, WPFW
Stephen Brown, WBAI	Robert Rabin (Siegal), WVQR Affiliate
Adriana Casenave, KPFT	George Reiter, KPFT
Janet Coleman, WBAI	Lawrence Reyes, KPFK
Benito Diaz, WPFW	Cerene Roberts, WBAI
Brian Edwards-Tiekert, KPFA	Pete Tucker, WPFW
Jose Luis Fuentes, KPFA	Margy Wilkinson, KPFA
Staff:	
John Proffitt, ED	

B. Identify Timekeepers - one for speakers (90 seconds) and one for agenda items

C. Excused absences

D. Agenda Approval (30 min)

II. **ED Report** (20 min.)

### III. Special Order of Business

- A. Motion to amend the motion passed by the PNB on 2/12/2015 re CFO Authority over Business Managers as Dual Authority Over Business Managers by CFO and GMs (10 min.)  
[Brazon, noticed 9/9/15]

(see APPENDIX A below)

- B. Repaying loans from KPFA (10 min.)

### IV. Committee Reports and Motions (45 min.)

#### A. Finance Committee

1. Motion for PNB to reconsider the terms of repayment to KPFA for the PNB-approved advance of \$55,000 from KPFA to the Pacifica national office (PNO)  
[approved by Finance Committee, 7/28/15]

(see APPENDIX B below)

#### B. Elections Committee

1. Motion on Candidate Cart Airings  
[approved by PNB Election Committee as a recommendation to the PNB, 7/30/15; on 8/6/15 PNB OPEN agenda]

(see APPENDIX C below)

2. Motion on On-air Candidate Forums  
[approved by PNB Election Committee as a recommendation to the PNB, 8/13/15]

(see APPENDIX D below)

#### C. Coordinating Committee

1. Regularly Scheduled Open Session special meetings  
[approved by Coordinating Committee, 3/2/15]

(see APPENDIX E below)

#### IV. Committee Reports and Motions (cont.)

##### D. Archives Taskforce

1. Recording station motion  
[passed without objection by Archives Taskforce, 5/9/15]

(see APPENDIX F below)

#### V. Old Business

- A. Motion re. Term Inheritance  
[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

- B. Motion re. Special Rule re. In-Person Meeting Order  
[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

(see APPENDIX G below)

- C. Motion re. Special Rule re. Public Comment  
[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

(see APPENDIX H below)

- D. Employee Timesheets Policy (10 min.)  
[Kobren, referred at 6/13/15 PNB executive session to open session;  
noticed 6/14/15; on 7/9/15 PNB OPEN agenda]

(see APPENDIX I below)

- E. KPFA Management terminology motion (10 min.)  
[Kobren; on 7/9/15 PNB OPEN agenda; referred at 6/13/15 PNB  
executive session to open session; noticed 6/14/15]

(see APPENDIX J below)

- F. Motion on KPFA hiring process for temporary and occasional employees (10 min.)  
[Kobren; on 7/9/15 PNB OPEN agenda; noticed 6/14/15; referred at  
6/13/15 PNB executive session to open session]

(see APPENDIX K below)

**V. Old Business (cont.)**

G. Motion to change the due dates of July 15 to August 15, 2015 for all reports referenced in the motion Programming Operations motion (approved June 12-15, 2015)

[Roberts; on 7/9/15 PNB OPEN agenda; noticed 7/6/15]

(see APPENDIX L below)

B. Motion to Censure Margy Wilkinson by the Pacifica National Board

[S.Brown, noticed 8/6/15, on 8/6/15 PNB open agenda] (10 min.)

(see APPENDIX M below)

**VI. New Business**

**VII. Adjourn**

(by 11:30PM ET)

**APPENDIX A:**

**Amendment to February 12, 2015 CFO authority over Business Managers as Dual Authority Over Business Managers by CFO and GMs motion (see original motion below this amendment)**

[Brazon, noticed 9/9/15]

**GM and CFO Hiring and Supervisory Authority of Unit Business Managers**

When hiring for the position of a station's Business Manager, the CFO and the respective station's GM shall jointly screen and select a pool of candidates from which the CFO shall hire the station's Business Manager, and

Duties and responsibilities shall be clearly delineated jointly relative to supervision by the CFO and those by the GM, and

Both the CFO and/or a respective station's General Manager may initiate the process to discharge a respective station's Business Manager; however, to effectuate it, both the CFO and the GM shall agree to discharge said Business Manager, and if the CFO and the GM cannot agree, the decision to shall be made by the Board of Directors.

**Original motion on CFO Authority Over BMs, passed by the PNB on February 12, 2015:**

**CFO authority over Business Managers**

The hire and/or termination of any Business Manager shall require approval by the Chief Financial Officer (CFO).

The CFO shall also directly supervise all accounting functions performed by Business Managers and shall participate in all evaluations of Business Managers.

The CFO may seek PNB approval for the termination of a Business Manager whose unit manager is unwilling to terminate him/her at the CFO's recommendation.

**APPENDIX B:**

**Motion for PNB to reconsider the terms of repayment to KPFA for the PNB-approved advance of \$55,000 from KPFA to the Pacifica national office (PNO)**

[approved by Finance Committee, 7/28/15]

Move that the PNB reconsider the terms of repayment to KPFA for the PNB-approved advance of \$55,000 from KPFA to the Pacifica national office (PNO) to pay the outstanding balance for the 2013 auditor. Instead of having its central services credited to KPFA as repayment, the PNO, upon receipt of the CPB funds, shall assign to said advance, priority status in its repayment to KPFA. The Pacifica Foundation thanks KPFA for its much needed Advances to Pacifica's National Office and other Pacifica units in recent months following KPFA's bequest windfall.

## **APPENDIX C:**

### **Motion on Candidate Cart Airings**

[approved by PNB Election Committee as a recommendation to the PNB, 7/30/15; on 8/6/15 PNB OPEN agenda]

The following motion was adopted by the PNB Elections Committee at its July 30, 2015 meeting, as a recommendation to the PNB for a revision to the policy on airing candidate carts:

During the balloting period, candidate carts will be equitably rotated so that, in the course of each week, each candidate is heard at least once in each period of a weekday (morning drive-time, mid-day, afternoon drive-time, late evening and overnight) and no candidate is heard twice in any given day-period or week-period until each other candidate has been heard. Similarly, each candidate shall be heard at least once in each day part of the weekend, with no candidate being heard a second time until each candidate has been heard at least once. If any candidates are heard an additional time in any weekday or weekend day part, all shall be.

Total daily minutes shall be at least one-third of the number of candidates\* with carts grouped as the Local Election Supervisor sees fit, except that during station on-air fund drives, total daily minutes for airing candidate carts shall be at least one-sixth the number of candidates. In addition, there shall be a link on the station website to the candidates' audio carts on-line.

\* For example, if there are 24 candidates, no fewer than 8 minutes per day shall be used for carts. If there are 50 candidates, no fewer than 17 minutes per day shall be used. (During fund drives, those minimums would be halved.)

[END OF MOTION TEXT]

The motion would change the following existing part of the elections policy adopted by the PNB in 2009:

"Sixty second candidate statements shall be recorded at the radio station by each candidate. PDs and GMs are expected to air these statements in rotation right after the nomination period is closed through to the end of the campaign period. In total, each candidate shall have her/his cart aired a minimum of 30 times in a variety of times of the day and week. It is the responsibility of the PDs and GMs to ensure that these carts are played in an equitable manner so that no candidates are advantaged or disadvantaged."

#### ***Rationale / motivation:***

Everyone has agreed in practice that the existing policy demands too many candidate cart airings to be practicable. GMs have recently expressed particular concern about the impact during on-air fund-drives.

The proposed new policy would simplify the requirements for airing carts equitably, guaranteeing each candidate at least 1 airing every 3 weekdays and 2 airings over the course of 2 weekends (except during pledge drives, when the numbers would be at least 6 airings every 3 weekdays and 1 airing over the course of two weekends).

This would promote a well-informed electorate, as there are often different listening audiences during different days and times.

The proposal would also apply uniformly and without undue burden at different stations despite the differences in number of candidates or seats.

Simplifying and reducing the requirement would make it easier to monitor and to obtain management and staff compliance, avoid listener fatigue, prevent favoritism, and save LES time, thus potentially reducing expenses.

## **APPENDIX D:**

### **Motion on On-air Candidate Forums**

[approved by PNB Election Committee as a recommendation to the PNB, 8/13/15]

The following motion was adopted by the PNB Elections Committee at its August 13, 2015 meeting, as a recommendation to the PNB for a revision to the policy on airing candidate carts:

That during the balloting period, airtime in the morning, afternoon and evening, in blocks of one hour for discussion/debate hosted by an election supervisor, shall be provided in sufficient quantity so that no such block will feature more than 4 to 5 candidates. Each candidate shall be scheduled for a single appearance with scheduling determined by the LES.

The specific intent here is to equalize the access to the air so that, for example, we do not have a forum with 7 candidates and another with 2 candidates, or in situations of established slates or cross-promotions, we do not have domination of one group or another within the same block of time.

In order to provide equal access to the listeners, each debate shall be played in, or just next to, both drive times, plus once in the evening.

Where fewer candidates appear than were anticipated, the LES shall provide to the candidates the approximate amount of time they would have received if the full complement were present and shall use the balance of the time to provide "generic" election information and for Q&A between the LES and the audience.

The programs shall include call-ins except that staff shall not call-in during a listener forum. These programs shall be archived with a highly visible website link and that audio shall remain available until the NES directs otherwise.

The motion would change the following existing part of the elections policy adopted by the PNB in 2009:

"When the nomination period is over, the PDs and GMs are responsible for fully cooperating with local and national election supervisors to ensure that a minimum of 3 on-air candidate forums of one hour in length are aired for each 5 candidates."



**APPENDIX E:**

**Regularly Scheduled Open Session special meetings**

[approved by Coordinating Committee, 3/2/15]

That the PNB set as its regularly scheduled Open Session special meetings the first Thursday of every month from 8:30PM, E.T. to 11PM E.T. and other meetings, including executive sessions will be scheduled, as needed.

## **APPENDIX F:**

### **Recording station motion**

[passed without objection by Archives Taskforce, 5/9/15]

That each Pacifica station dedicate a “recording station” that replicates the PRA/ KPFK "Total Recorder" Program (128 kb's; mp3 file format)and sends a hard drive to PRA quarterly.

**APPENDIX G:**

**Motion for Special Rule re. In-Person Meeting Order**

[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

Whereas, in 2013 the PNB met in-person twice (February and November); and in 2014 in-person once (February); and its first and likely only 2015 meeting in June; and

Whereas the current meeting rotation of New York, Houston, Washington D.C., Los Angeles, and Berkeley means that with one in-person meeting per year, it would be years before an in-person meeting again occurs outside California, be it hereby resolved

That in order to guarantee greater member access to the PNB, in-person meetings shall not just alternate among the stations but among regions, so that serial meetings are not held in a single region before being held in another.

The effect of this motion will be to change the meeting cycle by reversing the order of meetings in New York and Berkeley:

West (Stn 1)... East (Stn 1)... West (Stn 2)....Central....East (Stn 2)  
Los Angeles....New York.....Berkeley.....Houston...Wash. D.C. ...

Prior meetings and proposed cycle:

1/2010 DC  
4/2010 LA  
7/2010 Bk  
10/2010 NY  
2/2011 Hou  
9/2011 DC  
2/2012 LA  
7/2012 Bk  
2/2013 NY  
11/2013 Hou  
2/2014 DC  
6/2015 LA

next NY  
then Bk

future Hou  
future DC  
future LA  
future NY  
future Bk  
future Hou

## **APPENDIX H:**

### **Motion for Special Rule re. Public Comment at In-Person Meetings**

[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

Whereas, the Pacifica Bylaws, in Article 6, Section 7, state that “With the exception of telephone meetings, all public meetings of the Board and its committees shall include public comment periods. Public comment periods at Board meetings shall be not less than one hour, and at committee meetings, not less than one-half hour.”

Be it resolved, that in the case of multi-day in-person meetings, “not less than one hour” shall be interpreted to mean “not less than one hour per day” with those who have not spoken being given priority over those who have spoken on previous days.

## **APPENDIX I:**

### **Employee Timesheets Policy**

[Kobren, referred at 6/13/15 PNB executive session to open session; noticed 6/14/15; on 7/9/15 PNB OPEN agenda]

All employees at Pacifica units are non-exempt and that in order for an employee to be issued a paycheck for his/her work, whether for regular, temporary or occasional work hours, the employee is to complete an employee timecard for the hours worked during a particular pay period, have it signed by the Program Director or General (or unit Manager) or designated manager, and submit the timecard to the unit Business Manager or equivalent manager.

## APPENDIX J:

### **KPFA Management terminology motion**

[Kobren, referred at 6/13/15 PNB executive session to open session; noticed 6/14/15; on 7/9/15 PNB OPEN agenda]

That the PNB directs the ED to require the KPFA GM to provide him, the PNB and the KPFA LSB by June 30, 2015 with the following information:

1. A document containing the definition for each of the following positions at KPFA:
  - supervisor
  - department head
  - director (or co-director)
  - work leader
  - manager (other than the GM, PD or Business Manager);
2. The application policy and hiring process for each of the above positions;
3. The job description and/or roles and responsibilities, where applicable, for each of the above positions, including whether the position is an employee or management position, and if the position has approval authority for an employee timecard;
4. A confidential listing for each of the above positions of the names of current staff members who hold any of these positions at KPFA and whether the staff member is a union member;
5. The members of the KPFA GM's "management team".

**APPENDIX K:**

**Motion on KPFA hiring process for temporary and occasional employees**

[Kobren, referred at 6/13/15 PNB executive session to open session; noticed 6/14/15; on 7/9/15 PNB OPEN agenda]

That the PNB directs the ED to require the KPFA GM to provide him, the PNB and the KPFA LSB by June 30, 2015 with the application policy and hiring process for temporary and occasional employees at KPFA.

## **APPENDIX L:**

### **Motion #1 PROGRAMMING OPERATIONS**

(approved by PNB on June 13, 2015)

Whereas the Pacifica Bylaws require that each Local Station Board (LSB) “work with station management to ensure that station programming fulfills the purposes of the Foundation and is responsive to the diverse needs of the listeners (demographic) and communities (geographic) served by the station, and that station policies and procedures for making programming decisions and for program evaluation are working in a fair, collaborative and respectful manner to provide quality programming”, be it hereby resolved that

The Executive Director (ED) shall be required to direct each station’s General Manager (GM) to provide, by July 15, 2015, a written station programming report to their LSB and to the PNB that includes the following:

- the process and problems if any by which programs are evaluated, moved, removed, and added, including how audience support (financial and otherwise) is measured and incorporated
- the process and problems if any of producer development and training
- the process and problems if any which interns are integrated into station programming
- the process and problems if any which preemptions are decided upon and applied
- the process and problems if any which programs are made national
- the process and problems if any which themes and staffing of special national programs are identified
- the use of the internet in promoting station programming, including station website innovations, I-tunes, Tuned-in, tumblr, twitter, facebook, and blogs etc.
- the use of audio-video live streaming on station websites for real-time coverage of actions and events that are news in the making.

The Pacifica National Board (PNB) also requires that the ED direct each GM to obtain and provide a written report to their LSB and to the PNB, by August 1, 2015, from the station’s Community Advisory Board that lists its membership, describes its functioning, and reprises all work done with regard to community needs assessments since March 2013; and further, that

The PNB directs that each National Board Member who serves on a station Committee of Inclusion shall provide a written report prepared by the committee to their LSB and to the PNB, by July 15, 2015, that lists its membership, describes its functioning, and reprises work done this year.

These reports and any structured responses thereto, including minority reports, from local station boards shall be the basis for discussion on the PNB Programming Committee.



**APPENDIX M:**

**Motion to Censure Margy Wilkinson by the Pacifica National Board**

[S.Brown, noticed 8/6/15; on 8/6/15 PNB OPEN agenda]

WHEREAS it was recently discovered that, on or about September 24, 2013, Margy Wilkinson (while serving as a director of the Pacifica Foundation) had conspired in secret with Dan Siegel (who was also serving as a director of the Pacifica Foundation) to create, file, and register with the California Secretary of State, a shadow corporation named “KPFA Foundation”; and

WHEREAS Wilkinson and Siegel named their shadow corporation “the KPFA Foundation,” thus intentionally and without permission misappropriating the call letters of KPFA Radio, a legally owned trademark of the Pacifica Foundation (then known as Pacifica Foundation Radio), and also intentionally misappropriating without permission, in its articles of incorporation, the exact wording of the Pacifica Foundation mission statement; and

WHEREAS Wilkinson and Siegel represented to the California Secretary of State that Dan Siegel was the legal agent of this shadow corporation, and that its legal address was that of the Siegel & Yee law firm, at 499 14th Street, Suite 300, Oakland, CA 94612; and

WHEREAS the purpose and intent of this shadow corporation, according to a public explanation by Dan Siegel, was to acquire the broadcasting license and assets of KPFA Radio from the Pacifica Foundation; and

WHEREAS the existence of this shadow corporation was hidden and kept secret from the Pacifica National Board, of which Margy Wilkinson was then, and is now, a member, and was also hidden and kept secret from the executive director of Pacifica, John Gladney Proffitt;

THEREFORE be it resolved that the Pacifica National Board censure director Margy Wilkinson for engaging in unethical behavior that breaches her duty as a board member and violates her fiduciary obligation and duty of loyalty to the Pacifica Foundation.