

Personnel Meeting Minutes  
June 16, 2014

Call to order 5:40 PDT 8:40 EDT

Present

Janis Lane Ewart, convener  
Lydia Brazon  
Jim Brown  
Kim Kaufman  
Janet Kobren  
Jose Luis Fuentes  
Cerene Roberts  
Richard Uzzell

Not present

Janet Coleman  
Luzette King  
Hank Lamb

Proposed Agenda

Elect PNB Personnel Committee Chair	10 min	
Establish 2014 Regular Meeting Date	5 min	
Review Existing E.D. Job Description/what's changed?	10 min	
Discussion of Hiring Practices' Handouts/to be used?	10 min	
Overview Of 2012-13 E.D. Search Process	15 min	
Search/Hiring Process Budget & Timeline	25 min	
Anything Else?		15 min

Brazon additions to agenda:

- election of secretary
- approve job description
- Approve budget
- Place to send resumes

Kaufman moves to approve amended agenda;

Uzzell seconds

Amended Agenda

1. Elect PNB Personnel Committee Chair	10 min
2. Elect secretary	
3. Establish 2014 Regular Meeting Date	5 min
4. Review Existing E.D. Job Description	10 min
5. Establish budget	
6. Discussion of Hiring Practices' Handouts/to be used?	10 min
7. Overview Of 2012-13 E.D. Search Process	15 min
Search/Hiring Process Budget & Timeline	25 min

Lane-Ewart – elected Chair by acclamation

Kaufman – elected secretary by acclamation

Kobren moves: to set meeting date of the third Monday of the month (July 21 next meeting); plus Wednesday, July 16 for extra meeting

Yes: Lane-Ewart, Kaufman, Kobren, Brazon, Uzzell, Brown

Abstain: Fuentes, Roberts

6-0-2 - pass

Fuentes – motion re ED job description sent by Jose Luis Fuentes and Lydia Brazon and was approved by the PNB Oct. 4, 2012:

1. Definition: Remove: "including hiring of Station Managers of the five sister stations and National Staff with the exception of the Chief Financial Officer (CFO):" and "All Pacifica Staff, including the CFO and other National Finance Staff, report to the ED."

2. Remove: Paragraph 5: "In the case of an emergency, the ED may appoint an acting GM from non-union, management staff."

2. Remove Paragraph 19: "Monitoring and/or authorizing expenditures as appropriate in accordance with budgets approved by the PNB, including but not limited to check authorization, reimbursements, consultant hires, and unbudgeted expense approval."

3. Remove Paragrahp [sic] 30: "Serving as spokesperson for the Pacifica Foundation"

Brazon: motion to divide the amendment

Uzzell – moves to postpone Fuentes motion to next regular meeting

Lane-Ewart seconds

Roberts moves: "Propose we do one of two things and I would prefer the former or first; that we agree to extend this meeting to finish the job description – extend this meeting for a half an hour – until 10:30 NY time.

Fuentes seconds

Roberts continues ..."either to extend or adjourn this meeting until June 25"

Uzzell – POO – motion already on the table

Brazon– POO – had a motion to divide

Kaufman – POO– established time certain to end at 9:00.

Roberts - POI – stated she made a substitute motion

Uzzell – POO - cannot make substitute if it not germane to main motion

Chair asks for vote on motion to postpone; rules Roberts' motion out of order

Roberts challenges ruling of chair

Lane-Ewart leaves

Kaufman takes over chair

Uzzell leaves

Kobren leaves

From By-Laws Article Six Section Five Quorum and Approval

(E.g., if the quorum is 12 Directors, and a majority of a quorum is 7 Directors, then so long as 7 Directors remain present and vote in the affirmative the resolution shall be adopted.)

6 is quorum –

Need 4 affirmative votes to pass

Upholding Chair Ruling:

Yes: Kaufman

No: Brazon, Fuentes, Brown, Roberts

1-4-0 Fails

Roberts motion to extend or adjourn to June 25

Yes: Brazon, Brown, Roberts, Kaufman

No:

A: Fuentes

4-0-1 pass

Brazon motion to divide the amendments

Yes: Brazon, Roberts, Brown

No:

A: Fuentes, Kaufman

3-0-2 Fails

Brazon leaves

No quorum

Meeting adjourned 7:30 PDT 10:30 EDT

The below description was sent by Jose Luis Fuentes and Lydia Brazon and was approved by the PNB Oct. 4, 2012; red and \*\* represents changes by Fuentes

### **Pacifica Foundation's Job Description for**

**TITLE: Executive Director**

STATUS: Regular Full time

SITE: National Office – Pacifica Radio

**BENEFITS: Medical, Dental, Life, Disability (Upon Completion of Introductory Status)**

I. Position Reports to: The Executive Director (ED) is selected, supervised and discharged by, and reports to, the collective body of the Pacifica National Board of Directors (PNB). Approved without objection.

II. Definition: The Executive Director (hereafter referred to as "ED") is the President of the Pacifica Foundation, General Manager, Chief Executive Officer, and Chief Administrator, and is responsible for management activities of the Foundation pursuant to the Pacifica Bylaws, **\*including hiring of Station Managers of the five sister stations and National Staff with the exception of the Chief Financial Officer (CFO)\***; implementation of Board policies and bylaws; and oversight of fund raising, development, national programming, financial stability, physical integrity, and compliance with CPB, FCC and ADA rules and regulations. The National Finance Staff works under the direction of the CFO. **\*All Pacifica Staff, including the CFO and other National Finance Staff, report to the ED\***. Both the CFO and the ED report independently to the board. Approved without objection.

III. The ED ensures that the Foundation operates in a fiscally and socially responsible fashion in compliance both with state and federal laws, and with the mission of the Foundation to operate radio outlets that encourage the creative skills and energies of the community; to contribute to a lasting understanding between nations and individuals of all nations, races, creeds and colors; to gather and disseminate information on the causes of conflict between such groups; to promote the study of political and economic problems and of the causes of religious, philosophical and racial antagonisms; and to employ varied sources in the public presentation of accurate, comprehensive news on all matters affecting the community. Approved without objection.

### **DUTIES AND RESPONSIBILITIES:**

#### **GENERAL ADMINISTRATION**

1. Responsible for fund raising, such as oversight of grant writing, major donor events, direct mail campaigns, etc. Approved without objection.

2. Managing and supervising National Staff and General Managers to provide for the effective operation of the Foundation's public radio stations in compliance with the objectives and policies of the Board of Directors and consistent with the Pacifica mission. Approved without objection.

3. Appointing and facilitating the work of a National Election Supervisor in each year when elections for delegates are held. Approved without objection.
4. Selecting General Managers for each sister station upon vacancy, from candidates presented by the Local Station Board (LSB). Approved without objection.
5. Selecting Interim General Managers in accordance with Pacifica bylaws provision for selecting GMs. **\*In the case of an emergency, the ED may appoint an acting GM from non-union, management staff. Approved without objection.\***
6. Hiring, coordinating and terminating supervised National staff in consultation with the PNB. (Positions include, but are not limited to, the Human Resources Director, Pacifica Radio Archives Director, Assistant to the Director, National Technical Director, Affiliates Program Director, Webmaster, Network Programming Coordinator, News Bureau Director, Administrative Assistant, National Development Director and such others as may approved by the PNB.) Approved without objection.
7. Conducting annual evaluations of supervised National Staff and General Managers, with recommendations in consultation with Human Resources where appropriate. Approved without objection.

#### GOVERNANCE

8. Attending and participating in meetings of the PNB and Coordinating Committee, including teleconferences, regular and special meetings. Approved without objection.
9. Ensuring the effective organization of in-person PNB meetings, including preparation of Board packets, in cooperation and assisted by the Board Chair and/or Coordinating Committee. Approved without objection.

#### COMMUNICATIONS

10. Conforming to the communication policies established by the Board, including accurate reports and provision of appropriate information for Directors upon request. Approved without objection.
11. Supporting the PNB in fulfilling its governance role through regular communication with the Board and its officers. Approved without objection.

#### HUMAN RESOURCES

12. Ensuring that stations and the network are managed according to state, FCC and CPB requirements, including state and federal labor and employment regulations, and that any grievances are addressed and resolved in a fair and timely manner. Approved without objection.
13. Participating in Union collective bargaining agreement negotiations and respond to Union requests in collaboration with the General Managers, CFO and Human Resources as appropriate. Approved without objection.
14. Supervising compliance with Americans with Disabilities Act (ADA). Approved without objection.

15. Encouraging equal opportunity and diversity in staffing, management and programming at stations, the Pacifica Radio Archives, and in the National Office. Approved without objection.

## FINANCES

16. Working with the Chief Financial Officer (CFO), overseeing the Foundation's budget, and providing for fiscal integrity of the Foundation within the approved limits of the PNB. Approved without objection.

17. Developing fiscally sound budgets in coordination with the CFO, General Managers, and the Pacifica National Board Finance Committee. Approved without objection.

18. Reviewing financial statements with the CFO. Approved without objection.

**\*19. Monitoring and/or authorizing expenditures as appropriate in accordance with budgets approved by the PNB, including but not limited to check authorization, reimbursements, consultant hires, and unbudgeted expense approval. Approved without objection.\***

20. Acknowledging major donor contributions and other support in a timely manner. Approved without objection.

21. Bringing contracts to the Coordinating Committee and PNB for review and/or approval, based on current policies. Approved without objection.

## PROGRAMMING

22. Providing opportunities for paid and unpaid staff and volunteers from network and affiliate stations to apply for participation in national coverage and/or national programming. Approved without objection.

23. Ensuring the development of excellent national programming that covers major political and cultural events and topics. Approved without objection.

24. Ensuring that technical systems, equipment, and structures adequate for the production and distribution of programs are maintained. Approved without objection.

25. Responsible for guiding the Foundation through technological changes and taking the lead in defining how to harness new technologies to promote Pacifica and its mission. Approved without objection.

26. Overseeing and developing Affiliate relations and other collaborations in order to encourage productive and mutually beneficial relationships. Approved without objection.

27. Promoting activities and development that makes it possible for Pacifica to maximize its audience and expand its membership. Approved without objection.

## LEGAL

28. Managing litigation and other legal matters with the PNB, in consultation with Foundation counsel and other attorneys as needed. The ED and Foundation counsel are responsible for promptly

reporting all legal matters to the PNB. Approved without objection.

L Brazon moved to add: Retainers with all attorneys may only be entered into with Board approval in the form of a motion passed by the collective board authorizing said contract. Approved without objection.

29. Developing, monitoring and enforcing procedures and policies, and maintaining confidentiality on legal, personnel and other appropriate matters in collaboration with the Human Resources Director or firm. Approved without objection.

## PROMOTION

30. **\*Serving as spokesperson for the Pacifica Foundation,\*** representing it in business relationships with other national and state nonprofits, government agencies, the media, professional organizations, and similar groups. Approved without objection.

31. Expanding positive public awareness of Pacifica through community events, media outreach efforts, and development of promotional campaigns, including prevailing technology and social media. Approved without objection.

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## **Article Nine, Officers of the Foundation, Section 7: Executive Director**

A. The President of the Foundation shall be referred to as the "Executive Director." The Executive Director shall be the general manager, chief executive officer and chief administrator of the Foundation. S/he shall be selected, supervised and discharged by the Board. In addition, his/her performance will also be subject to annual evaluation by each LSB, which may make recommendations to the Board.

B. Subject to the control of the Board, the Executive Director shall have general supervision, direction and control of the business and the officers of the Foundation and the primary responsibility for implementing the directives, decisions and policies of the Foundation and the Board pertaining to administration, personnel, programming, financing and public relations. The Executive Director shall generally promote, coordinate and supervise the mission of the Foundation and shall have such powers and perform such duties as may be delegated or assigned to him/her by the Board.

## **Article Nine, Officers of the Foundation, Section 9: Chief Financial Officer**

A. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and retained earnings. . The books of account shall be open at all reasonable times to inspection by any Director upon demand.

B. The Chief Financial Officer shall cause to be deposited all moneys and other valuables in the

name and to the credit of the Foundation with such depositories as may be designated by the Board. S/he shall cause the funds of the Foundation to be disbursed as s/he may be properly directed from time to time, shall render to the Executive Director and the Board an account of all of his/her transactions as Chief Financial Officer and of the financial condition of the Foundation whenever requested, and shall have other such powers and perform such other duties as may be prescribed by the Board or the Bylaws.

## **Article Five, Board of Directors of the Foundation, Section 1: Board of Directors - Eligibility, Number, Powers and Duties**

### **D. GENERAL POWER AND AUTHORITY**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law, and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Members or Delegates of the Foundation, the activities and affairs of the Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

### **E. SPECIFIC POWERS AND DUTIES**

Without prejudice to the general power of the Board set forth above in Section 1D of this Article of these Bylaws, and subject to any limitations set forth in these Bylaws, the ongoing duties and powers of the board shall include, but not be limited to:

- (1) Ensuring and facilitating fulfillment of the purposes of the Foundation as set forth in the Articles of Incorporation;
- (2) Ensuring compliance with applicable state and federal laws;
- (3) Ensuring the financial health of the Foundation by adopting and monitoring an annual budget and overseeing an independent annual audit of the Foundation's books and accounts;
- (4) Ensuring regular communication with the Members;
- (5) Appointing, supervising and discharging the Foundation's Executive Director, Chief Financial Officer and all Foundation officers, prescribing powers and duties for them as are consistent with the law and these Bylaws, and setting salaries and wages;
- (6) Overseeing the conduct, management and control of the Foundation's affairs and activities, including the monitoring of the activities and actions of its radio stations and national staff consistent with applicable law and regulations, the Articles of Incorporation and these Bylaws;
- (7) Meeting at such regular times and places as required by these Bylaws and meeting at such other times as may be necessary in order to carry out the duties of the Board;



(8) Registering their addresses, telephone numbers, facsimile telephone numbers and email addresses with the Foundation's Secretary. Notices of meetings mailed, transmitted by telecopier or facsimile, or emailed to them at such addresses shall be deemed valid notices thereof.