

2004-06-06 PNB Meeting Minutes

MINUTES OF THE PACIFICA FOUNDATION

BOARD OF DIRECTORS REGULAR MEETING

June 4 - 6, 2004

Doubletree Allen Center. 400 Dallas St.

Houston, TX

Directors present:

Dave Adelson, Teresa Allen, Henry Cooper, Marty Durlin, Samuel Kiteka, Sonali Kolhatkar, Ray Laforest, Ambrose I. Lane, Sr., Miguel Maldonado, Roger Manning, Kalonji T. Olusagun, Sarv Randhawa, Mark Roberts, Julie Rodriguez, Gerald Sanders, Vicki Santa, Wendy Schroell, Zarinah Shakir, Alice Shields, Carol Spooner, William Walker, Donna Jo Warren

Also present as officers of the Pacifica Foundation:

Dan Coughlin -Executive Director(ED), Lonnie Hicks Chief Financial Officer(CFO)

Meeting convened by PNB Chair, Marty Durlin.

Minutes take by PNB Secretary Roger Manning

The full meeting was webcast by www.kpftx.org

AGENDA

Friday, June 4

6:30pm convene

1. Meeting convened by PNB Chair, Marty Durlin :10
2. Approve agenda :20
3. Approve previous meeting minutes :15
4. RESOLUTION: Scriveners Error :05
5. Public Comment, Part 1 - Comments limited to two minutes per person. :60

10 minute break

6. Committee Reports, Part 1:

- Finance Committee Report & Treasurers Report from Chair Mark Roberts :15

7. RESOLUTIONS :65

- Resolution on WBAI bank signing/Resolution on Schwab (5 minutes)
- Resolution on legal consultations by board members and LSB delegates (30 minutes)
- Resolution on salary disclosure (30 minutes)

9:50 pm - Adjourn for the evening

Saturday, June 5

9:00 am - Meeting reconvenes

8. Committee Reports, part 2:

- Coordinating Committee Report by Marty Durlin, Chair :05
- Elections Committee Report submitted by Carolyn Birden, Chair. RESOLUTIONS :35
- Governance Committee :05 (The governance committee has not been convened; Chair will appoint another convenor.)
- Technical Committee Report by Dave Adelson, Chair :10
- Programming Committee :05

(The programming committee has not been convened; Chair will appoint another convenor.)

- Audit Committee Report :10
- Committees of Inclusion Report :10

9. Report from Executive Director Dan Coughlin, including information on First Voices, FSRN, Pacificas elections programming, Pacifica World-Wide/Short-Wave and Internet Radio :35 Q&A 1:10

Lunch 1:15

- 10. Public Comment, Part 2 :60
- 11. Report from CFO, Lonnie Hicks :20 Q&A :30

10 minute break

12. Reports from Station Managers and Archives Director (10-minute reports, followed by 10 minutes of Q&A) 1:20

15 minute break

13. Reports from LSB chairs (5 minutes each, 10 minutes Q&A) 1:15

7 pm - Adjourn for the evening

9 pm - midnight - Solar Grooves live remote broadcast from Deans Credit Clothing

Sunday, June 6

- 14. 9:00am - convene Executive Session - Report on legal matters :60

Convene public session 10:00am

15. Public Comment, part 3 (2 minutes each, please) :45

16. Revisit documents policy. Continue with coordinating committee system? :15

15 minute break

17. RESOLUTION (Donna) : 15

18. Code of Conduct for Staff and PNB Discussion :15

19. FY05 Budget, Network Priorities - Discussion of presentations by CFO and ED 1:15

20. Discussion of next meeting time/place :15

21. Unfinished Business, New Business :15

1:30 pm Adjourn

CONVENE - 6:40 pm

1. Meeting convened by PNB Chair, Marty Durlin

2. APPROVE AGENDA

Motion to approve agenda by Shields PASSES with no objections

3. APPROVE PREVIOUS MEETING MINUTES

MOTION by Spooner to approve minutes of April 28, 2004 Special PNB meeting

Motion to amend by Santa to enter "Santa not present" into minutes
- no objection

Motion to amend by Spooner to amend "Vote on Spooner motion" to read
"Vote on Adelson proposal"- No objection

April 28, 2004 minutes approved as amended without objection

MOTION by Spooner to to approve confidential minutes of March 14, 2004 executive session

Approved with no objection

MOTION by Spooner to minutes of Berkeley March 12-14 regular meeting with the understanding that spelling errors have been corrected and will part of the minutes that we are approving.

No objection

4. RESOLUTION: Scriveners Error

MOTION by Manning:

Be it resolved:

That in order to correct the scriveners error in the Pacifica Bylaws in ARTICLE EIGHT OTHER COMMITTEES OF THE BOARD OF DIRECTORS, SECTION 5. MEETINGS AND ACTIONS OF COMMITTEES as reported by the Pacifica legal council, the following:

"Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 of these Bylaws with such changes in the context of those sections as are necessary to substitute the committee and its members for the Board and its members, except that the time of regular meetings of committees may be determined by resolution of the Board as well as the committee. "

Shall be changed to read:

"Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 of these Bylaws with such changes in the context of those sections as are necessary to substitute the committee and its members for the Board and its members, except that the time of regular meetings of committees may be determined by resolution of the Board as well as the committee. "

And that published copies of the bylaws on the Pacifica websites and elsewhere be updated.

PASSES without objection

5. PUBLIC COMMENT, Part 1 - Comments limited to two minutes per person.

Comments from various Pacifica listeners, staff and LSB members. Ted Weisgal (KPFT) request his statement to be entered into the record [Appendix item 1].
No objection from the board.

MOTION by Allen to allow another 20 minutes of public comment.

SUBSTITUTE MOTION by Schroell to have additional public comment at end of evening if time.

Question called passes

Schroell Motion PASSES

10 minute break [waived]

6. COMMITTEE REPORTS, Part 1:

Finance Committee Report & Treasurers Report from Committee Chair Mark Roberts

The Finance Committee in the process of gathering financial information and focuses on the FY05 budget. Work is going well. Is presenting some recommended resolutions to the PNB.

7. RESOLUTIONS

MOTION by Roberts:

In recognition of the absolute right of Directors to inspect Foundation records, as outlined in the by-laws, and with full acknowledgment of the fiduciary obligations of Directors to the Foundation, the Pacifica National Board hereby affirms the access privileges of Directors to all records, including sensitive personnel, head-count, and salary information, upon request. Information marked confidential will be treated accordingly.

Discussion follows. ED cautions PNB with regard to accessing personal employee information.

MOTION to amend by Adelson to amend the motion to instruct the ED to comply as soon as possible the information request regarding salary information that has been passed by the Finance committee

Point of order by Spooner to rule Adelson amendment out of order. Chair rules amendment out of order

MOTION by Laforest to table Roberts motion until obtaining further legal advice

4 yes, 16 no FAILS

MOTION to amend by Walker strike to sensitive personnel from the resolution

Question called PASSES 16 yes, 2 no

MOTION to amend by Walker

14 yes, 6 no PASSES

Question called on Roberts motion - PASSES 18 yes

MOTION by Spooner for role call vote on main motion - PASSES with no objection

MOTION by Roberts as ammended:

In recognition of the absolute right of Directors to inspect Foundation records, as outlined in the by-laws, and with full acknowledgment of the fiduciary obligations of Directors to the Foundation, the Pacifica National Board hereby affirms the access privileges of Directors to all records, including, head-count, and salary information, upon request. Information marked confidential will be treated accordingly.

Role call vote on Roberts motion:

Adelson - y

Allen - y

Cooper - y

Durlin -

Kiteka -y

Kolhatkar - y

Laforest - n

Lane -y

Maldonado -y

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez n

Santa - y

Sanders - y

Schroell -y

Shakir - y

Shields - y

Spooner - y

Walker - y

Warren y

PASSES 19 yes, 2 no

Point of personal privilege by Executive Director. For the record, Executive Director Coughlin positively disavows the motion on behalf of the Executive Director and the Chief Financial Officer. But also on behalf of the staff, the

board has spoken on this issue and while we have had disagreements on it, on behalf of the senior staff and staff throughout the network that they will fully comply with this resolution and completely respect the wishes of the board. It is very important for the future of the foundation, that that even though there has been disagreement on some of these issues, once the board has spoken that the staff fully comply and implement the boards resolution. The board will have the full support of the staff in the implementation of this resolution

MOTION by Roberts:

In recognition of the by-law requirements for Local Station Board (LSB) approval of local station budgets, and in deference to the sensitive nature of salary information, the Pacifica National Board hereby authorizes the Treasurer of each LSB to have access, as per their membership on the National Finance Committee, to all salary and head-count information for their respective local stations. However, when preparing a salary and head-count report for their local finance committees and the Local Station Board, the Treasurer WILL NOT disclose the exact salary figures for any employees, but rather will include a range of no more than \$7000 (i.e., a salary of \$31,000 will be listed as \$27,500-\$34,500). Names of individual employees will not be included in any report, and all positions will be identified by title.

MOTION to Amend by Randhawa that will not disclose be changed to shall not disclose and "names of individual employees will not" be changed to " names of individual employees shall not"

PASSES with no objection

MOTION to Amend by Adelson to lower range reference from \$7000 to \$3000

Offer to withdraw motion out of order as the motion has been seconded.
Discussion follows.

Point of order by Manning that discussion is straying from motion to amend.
Discussion continues.

Question called PASSES

Motion to amend by Adelson PASSES 12 yes, 5 no

Question called - PASSES

Roberts motion as ammended:

In recognition of the by-law requirements for Local Station Board (LSB) approval of local station budgets, and in deference to the sensitive nature of salary information, the Pacifica National Board hereby authorizes the Treasurer of each LSB to have access, as per their membership on the National Finance Committee, to all salary and head-count information for their respective local stations. However, when preparing a salary and head-count report for their local finance committees and the Local Station Board, the Treasurer SHALL NOT disclose the exact salary figures for any employees, but rather will include a range of no more than \$3000 (i.e., a salary of \$31,000 will be listed as \$29,500-\$32,500). Names of individual employees shall not be included in any report, and all positions will be identified by title.

MOTION by Kiteka for role call vote on Roberts motion - PASSES 13 yes, 2 no

Vote on Roberts motion

Adelson -y

Allen - y

Cooper - y

Durlin -

Kiteka -n

Kolhatkar - y

Laforest - n

Lane -y

Maldonado -y

Manning - y

Olusagun - y

Randhawa - n

Roberts - y

Rodriguez - n

Santa - y

Sanders - y

Schroell -y

Shakir - y

Shields - y

Spooner - y

Walker - n

Warren - y

PASSES 16 yes, 5 no

MOTION by Roberts :

Before an annual budget for the Pacifica Foundation can be adopted by the Pacifica National Board, a majority vote recommending adoption must be passed by the National Finance Committee.

MOTION to amend by Spooner

Before an annual budget for the Pacifica Foundation can be adopted by the Pacifica National Board, it must receive a recommendation from the National Finance Committee

either to approve or disapprove the budget.

Discussion.

SUBSTITUTE MOTION to Spooner Amendment by Olusagun that the National Finance Committee must submit its recommendation prior to the adoption of the annual budget for the Pacifica Foundation

question called - 18 yes, 2 no

Olusagun substitute motion PASSES 11 yes, 7 no

MOTION to amend by Olusagun that failing submission, the board may fulfill its fiduciary obligation & - Not seconded

MOTION by Adelson to table main motion as amended until next PNB regular meeting.

Discussion, clarification.

Point of order by Manning that the Olusagun substitute motion refers to Spooners motion to amend the main (Roberts) motion and that Adelsons motion to table applies to the main motion.

Chair rules that this is the case

MOTION to table by Adelson PASSES 11 yes, 8 no

7. RESOLUTIONS (continued)

Resolutions to approve WBAI bank signing authorization and Schwab share processing authorization

Executive director explains 2 documents to be approved.

Question called by Allen - PASSES 16 yes, 1 no

MOTION presented by the ED to approve that Schwab share transfer authorization shall be assigned to the ED and CFO

PASSES - 14 yes, none opposed

MOTION presented by the ED to approve WBAI Bank of New York check signing authorization to assigned to the ED, CFO, WBAI GM and WBAI Development director Denise Hayes

PASSES 18 yes, none opposed

MOTION by Kiteka for 15 minutes of additional public comment

PASSES 16 yes, 1 no

5. PUBLIC COMMENT (continued)

Comments from various Pacifica listeners, staff and LSB members. Willie Thompson (KPFA) request his statement to be entered into the record [appendix item 2].
No objection from the board.

MOTION by to adjourn - PASSES

9:50 pm - Adjourn for the evening

SATURDAY, JUNE 5

9:10 am - Meeting reconvenes

Chair Durlin temporarily turns over chairing of meeting to Vice Chair Cooper

8. COMMITTEE REPORTS, PART 2:

Coordinating Committee Report by Marty Durlin, Chair

The Coordinating Committee has met 3 times and handled 5 information request par the approved policy.

MOTION by Cooper that the PNB Coordinating Committee take up the issue of logistics of distribution of notices and materials to be considered by directors

PASSES by no objection

Point of order by Walker that chair should entertain motions rather than make motions.

Accepted by presiding chair [Vice Chair Cooper].

Discussion on logistics of information dissemination from staff to board.

Elections Committee Report submitted by Kalonji T. Olusagun (for Carolyn Birden, Chair)

A report on the work of the committee resulting in resolutions and recommendations to the PNB for this meeting as was the charge of the committee.

12 Resolutions from Elections Review committee read by Olusagun:

RESOLVED: That the Board of Directors adopts the following policies governing the conduct of Pacifica Delegate Elections:

1. That the National Elections Supervisor shall have full independent authority to supervise all aspects of the elections, and to direct national and station management and staff, as necessary, as well as the Local Elections Supervisors, to insure that fair elections are conducted in compliance with the requirements of the bylaws.
2. That the National Elections Supervisor shall designate a secure independent audit procedure to verify member database accuracy in compliance with the bylaws, and shall supervise the updating of the subscribers and donors lists, as well as the paid and unpaid staff lists, at each station, to ensure that the membership rolls meet the requirements of the bylaws. The Local Elections Supervisors and local station management and staff shall work under the direction of the National Elections Supervisor to ensure that the membership lists are as accurate and current as possible.
3. That we request of each station that at least once a year in any year in which there is an election, no later than July 31st, the station include an official request for address correction in a regular mailing.
4. That the policy of the Pacifica Foundation is that any unpaid staff "bargaining unit" organization or union that is "recognized" by the station management must include all volunteer/unpaid staff who have worked at least 30 hours in the previous 3 months on the production of any radio program produced for the station.

In computing unpaid staff production time, 9 hours of preparation time per person shall be computed for each hour of airtime.

A paid-staff employee of the station shall be the volunteer supervisor who will create and be responsible for written assignments for each volunteer, giving the date, time and location of the work done, and including the signature of the supervisor attesting to the work completed. Where programs are produced by a collective or group of persons, the collective or group must submit a roster of persons working on each program to the station manager and the unpaid staff organization as well as the supervisor of volunteers; these records may be validated by the Elections Supervisor in determining eligibility to vote as a "staff member."

5. That the National and Local Elections Supervisors contracts shall include a requirement that written reports be submitted to the National Board of Directors by the National Elections Supervisor and each Local Elections Supervisor at the conclusion of the elections concerning the conduct of the elections, and that they ship the ballots to the Pacifica national office for safekeeping at the conclusion of the elections.
6. That the election supervisors are directed to enforce the Fair Campaign Provisions in a timely manner, determining sanctions within a few days of infractions. In addition, when dealing with a serious infraction that the perpetrator knew, or should have known, was not allowed, it is better to err on the side of strictness, so as to discourage other would-be infringers. When dealing with minor or possibly

inadvertent infractions, it is better to err on the side of leniency. When a complaint is filed, the Local Elections Supervisor should promptly notify the candidate, investigate the facts, render a decision, and notify all concerned in writing.

7. That the National Elections supervisor shall notify the board of directors and the local board of the station concerned by confidential memorandum of any staff or management disciplinary decisions made, as well as any difficulties encountered concerning staff or management with regard to enforcement of the fair elections provisions.
8. That the ballots shall be mailed to the members with identifying PIN numbers printed on them, as required by the bylaws, and that a secure list showing the PIN number assigned to each member shall be kept by the National Elections Supervisor so that ballots reported lost or missing can be voided and replaced. To insure the secrecy of the ballot, ballots shall be returned in a double-blind system, within a sealed unmarked envelope further enclosed in a return envelope marked with an identifying PIN number; the list of members PIN numbers shall be retained for a period of one year in a sealed container in the Archives and released only to Pacificas attorneys upon the direction of the Pacifica National Board, after which it shall be destroyed.
9. That the mailing of the ballots shall be accompanied by a request for contributions, and any contributions received from this mailing shall be allocated by the stations to help offset the costs of the elections if not otherwise covered.
10. That election booklets include voluntarily-provided information about the ethnic/racial/gender identity, sexual orientation and disability status of candidates.
11. That the final ballot database of the last elections, and all future elections, be made available to the public for inspection and analysis.
12. That the Local and National Elections Supervisors shall develop policies, in consultation with the Executive Director and station managers, for approval by the National Board at the September Board meeting, setting forth detailed expectations of staff and management behavior with regard to the elections and setting forth disciplinary procedures that may be utilized by the elections supervisors to enforce the fair campaign provisions of the bylaws. This policy shall require staff and management to maintain a "hands-off" attitude towards the listener elections, including not mentioning the names of any candidates (or slates of candidates) except in a neutral manner as part of an election supervisor approved candidate program, and shall also prohibit any listener candidate from appearing or being mentioned on the air on any program at any station where s/he is a candidate following the close of nominations, except as part of an election supervisor approved candidate program.

MOTION by Lane to accept the 12 resolutions

Discussion of logistics and practicality of the resolutions.

MOTION to amend by Manning to strike item 4 and send back to committee for refinement

Discussion .

SUBSTITUTE MOTION to Manning amendment by Shields to not strike item 4, but approve it pending approval of unpaid staff bargaining unit mentioned

Discussion.

MOTION by Durlin to Table main motion of approving the 12 elections committee resolution until 2 weeks when a special PNB meeting will be held to consider these elections recommendations.

Motion to table PASSES 12 yes, 8 no

MOTION by Spooner that the ED and CFO provide the board a cost analysis [of the Elections Review committee proposals] 5 days prior to the special meeting

Discussion

PASSES 12 yes, 6 no

MOTION to AMEND by Walker each staff member involved with the elections be interviewed by the National Elections Review committee and that the PNB encourage the elections committee to meet before the PNB special meeting on elections.

ORDERS of the Day called by Adelson , then withdrawn to permit people to speak.
Discussion.

Question called by Adelson on all pending motions - PASSES 17 yes, 2 no

Walker Motion to amend FAILS 1 yes, 17 no

MOTION by Walker for role call vote on Spooner motion 16 yes, 1no

Vote on Spooner motion:

Adelson -n

Allen - y

Cooper -

Durlin - y

Kiteka -n

Kolhatkar - y

Laforest - n

Lane -y

Maldonado -y

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez - y

Santa - n

Sanders -

Schroell -

Shakir -

Shields - y

Spooner - n

Walker - n

Warren y

Spooner motion PASSES

12 yes , 6 no

Governance Committee Report

Convener Lane reports that the Governance committee has not yet met, but be will convened next week.

MOTON by Adelson

Resolved:

- 1) That the PNB Governance Committee shall develop a policy regarding preview of and/or approval of contracts developed by and/or entered into by Pacifica Foundation or any of its stations/units, to be presented for Board consideration at the next regularly scheduled meeting of the Pacifica Foundation Board of Directors.

- 2) That in the interim period prior to the development and approval of such a policy, the Executive Director, CFO or station General Manager, as relevant, shall inform the Board of Directors of 1) the intent to develop, establish or enter into new contracts, and 2) shall provide the Board with a copy of the contract to be established or entered into not less that 14 days prior to taking action on it. Where it is not possible to provide 14 days advance, the contract shall be provided to the Board as soon as possible, accompanied by an explanation of why 14 days advance notice was not possible. Note: this policy is not intended to apply to the signing of contracts with new contractors, (e.g. the hiring of new personnel) using standard contracts of long-standing use within the Foundation, or to contracts for incidental items.

- 3) The mechanism of informing the Board of Directors will be the standard practice via email and writing.

Discussion.

MOTION by Kiteka to table until next PNB meeting in September.

FAILS 7 yes, 13 no

Orders of the day called by Spooner. [Not ruled on by chair]

Question called by Spooner on Adelson motion 7 yes, 11 no FAILS

MOTION to amend by Durlin to insert more than \$10, 000 in the first paragraph of Adelson motion between the words "contracts" and "developed."

Discussion.

Question called on all pending questions by Adelson - PASSES 20 yes

MOTION to amend by Durlin FAILS 6 yes, 12 no

Role call vote requested by Adelson on Adelson motion PASSES 16 yes, none opposed

Vote on Adelson motion:

Adelson - y

Allen - y

Cooper -

Durlin - y

Kiteka -y

Kolhatkar - y

Laforest - y

Lane -y

Maldonado -y

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez - y

Santa - y

Sanders - y

Schroell -y

Shakir - n

Shields - y

Spooner - y

Walker - n

Warren y

Adelson motion PASSES 19 yes, 2 no

Technology Committee Report by Dave Adelson, Committee Chair

Technical Committee meeting was fun and productive. Formed 4 working groups addressing technology related to: foundation infrastructure and information technology; to broadcasting; content distribution from producers; and content delivery to listeners. Technically minded staff invited.

Chair moves agenda.

Audit Committee Report by Teresa Allen

Committee has not yet had not convened. Have received requested "management letter" from auditor so will be convening soon.

Programming Committee

Convener Laforest has not been able to convene. Donna Warren will now serve as convener.

Committees of Inclusion Report by Miguel Maldonado.

Not yet convened nationally, but some there has been some meetings of local C.O.I.s.

Vice Chair Cooper returns chairing of the meeting to Chair Durlin

9. REPORT FROM EXECUTIVE DIRECTOR (ED) Dan Coughlin, including information on First Voices, FSRN, Pacificas elections programming, Pacifica World-Wide/Short-Wave and Internet Radio

ED reviews Arbitron (ratings) data. Goes over proposed initiatives for the Pacifica that include training plans and advancing the network technologically. Norman Jayo, First Voices apprenticeship program (KPFA) director makes presentation. Q&A from the board regarding ED and Jayo presentations.

MOTION by Kiteka to extend lunch break from 20 to 45 minutes FAILS yes 8, no 6

1:00pm Lunch break for 25 minutes

10. PUBLIC COMMENT, Part 2

Comments from various Pacifica listeners, staff and LSB members.

11. REPORT FROM CFO, Lonnie Hicks

Goes over 6 month forecast - income and spending. Discusses solutions. Q&A from the board

3:25 pm - 10 minute break

12. REPORTS FROM STATION MANAGERS AND ARCHIVES DIRECTOR

(10-minute reports, followed by 10 minutes of Q&A)

Duane Bradley, KPFT

Speaks of successful fund drive, continued training expanded news programming, physical plant plans.

Ron Pinchback, WPFW

Outreach, new sustainable fund sources are priorities. Local board and staff working together.

Eva Georgia, KPFK

Optimistic regarding LSB and station working relationship. Recent physical plant and technological upgrades. Some new programming. Fundraising initiatives a priority

Don Rojas, WBAI

In a period of adjustment with new governance structure. Spring fund drive didnt reach goal. Fundraising and outreach initiatives planned.

Jim Bennet, KPFA

Plans to have weekly meetings with LSB to improve relations. Recent fundraising successful. Transmitter, website, and training development going forward.

Archives Director, Brian Deshaser

Staff of 7. Much planning and work being done. A video documentary hosted by Amy Goodman covering elections back to 1936 to air in entirety on DN to kick off Pacifica elections coverage. CSPAN came to Pacifica Radio Archives for the

unedited audio candidate Kerry Vietnam speech. Grants from last year in second phase.

6:15 -5:32 pm - break

13. Reports from LSB chairs (5 minutes each, 10 minutes Q&A) 1:15

KFPK: Mike Martin, chair Much activity has been taken up with how to govern itself, becoming a board. Plan to form a Local Advisory Board with people from various local organizations.

KPFA : Riva Enteen chair There has been growing pains over the new governance system. Diverse opinions amongst staff. Station Budget has been approved.

WPFW: Ambrose Lane [WPFW LSB Jim Brown chair not present] Passed some conflict of interest resolutions. Looking for possible new site for the station. Committee work in progress.

WBAI: Patty Heffley, secretary (WBAI LSB chair Bertold Rhiemers not present) Committee work in progress. There have been fundraising efforts by various LSB members. Station fund drives have had to be extended in order to reach goals.

WBAI GM interrupts report in protest and objects to its spirit. Shields regards this as out of order.

Spooner protest to chair that Hicks comments following WBAI report violated decorum with the nature of his comment against Heffley.

[WBAI report entered to record as later requested by PNB - appendix item 4]

KFPK: Julie Rodrigez and Sonali Kolhatkar (KFPK Don White not present) LSB retreat planned. Committee work in progress. LSB working well with management. LSB passed resolution on Haiti. Budget and Budget approval resolution read and referred to Finance committee.

7:35 pm - Adjourn for the evening

SUNDAY, JUNE 6

14. Executive Session - The National board met in executive session to discuss legal and personnel issues. Minutes of this portion of the meeting are kept separately and are confidential.

Convene public session 11:10 am

Chair Durlin reviews agenda.

15. Public Comment, part 3

Comments from various Pacifica listeners, staff and LSB members. Don Rojas (WBAI GM) [appendix item 3], Ted Weisgal (KPFT) [appendix item 1a], Benard White (WBAI PD - statement presented by Bok-keem Nyerere) [appendix item 5], Ken Freeland [appendix items 6 and 6a], Deb Shafto [appendix item 7] request that their statements to be entered into the record.

MOTION by Maldonado that Rojas comments and and WBAI secretary comments be entered into the record. Motion Passes without objection.

Point of information by Manning will items during this meeting requested to entered into the record previous to properly moving to do so be entered? Spooner clarifies all such request should be considered individually by the board.

No objection to Weisgal statement or earlier items requested to be being entered into the record.

MOTION by Spooner to enter WBAI PD statement into record no objection

MOTION by Spooner to enter Freeland statement into the record passes 10 yes, 6 no

Point of order by Walker. Don t items to be entered into the record need to be written? Shafto statement will be emailed to the secretary.

MOTION by Spooner to enter Deb Shafto statement into record no objection

MOTION by Adelson that WBAI PD allegations read during public comment regarding personnel treatment be addressed by the coordinating committee and that the governance committee come up with a recommendation as to how such complaints may be brought before the board.

Discussion. Adelson concerned over possible liability created.

Chair rules to move Adleson motion to later in agenda with no objection.

15a) Committee Reports, part 3: Executive Review Committee

Is charged with evaluating the performance of the ED and CFO and making recommendations to the full Board regarding employment actions, compensation, and performance measures. Has determined that there is no current written contract for the ED and CFO. Moving forward with evaluation of these positions. The committee has determined that it has three functions: a) to create a mechanism for evaluating the past performance of the ED and the CFO, including identifying key parties from which to seek an assessment; b) actively involve LSBs in the ED evaluation, as per the by-laws; c) make recommendations regarding the retention or dismissal of said parties, and d) investigate and make recommendations regarding the creation

of job descriptions and/or employment contracts for both positions; and e) recommend compensation packages for both positions. Also working on a standardized mechanism for the LSBs to evaluate GMs.

16. Revisit documents policy. Continue with coordinating committee system?

MOTION by Spooner to extend interim communications policy until September PNB meeting

**[see appendix]

Question called - PASSES 18 yes, 1 no

Spooner motion PASSES 20 yes, 1 no

17) Code of Conduct for Staff and PNB Discussion

Chair has done some research without finding appropriate possible policy. Supports forming a coded of conduct that would extend to the entire network. Takes suggestions as how to proceed.

MOTION by Cooper requesting that the PNB review the KPFT code of conduct work and consider it as a possibility for Pacifica.

Discussion.

MOTION by Walker to refer code of conduct policy work to Board/staff relations committee

Question called by Spooner Passes 16 yes, 2 no

Walker motion PASSES 11 yes, 8 no

Chair Durlin raises discussion of of Board/Staff relations committee

MOTION by Spooner that Board/Staff relations committee consist of 1 director from each station chosen by IRV, 1 affiliate director, the 5 GMs, Archives director, Executive Director, and Chief Financial Officer.

Discussion.

Question called PASSES 16 yes

Spooner motion FAILS 4 yes, 12 no

MOTION by Manning to accept Shields suggestion for composition of Board/Staff relations committee: consist of 1 director from each station chosen by IRV, one affiliates director (if they wish), the ED and CFO

MOTION by Adelson to table until special PNB meeting in 2 weeks.

Motion FAILS 8 yes, 10 no

SUBSTITUTE motion by Walker the board/staff relations committee consist of one director each station area

Question called by Allen - Passes 15 yes, 1 no

Walker motion FAILS 3 yes, 14 no

SUBSTITUTE MOTION by Santa to refer the issue of the composition of staff/board relations committee to the Governance committee, to be discussed at its next meeting and to bring its recommendation to the full board at the special meeting of the full board in approximately 2 weeks.

Discussion.

Question called PASSES 14 yes, 1 no

Santa motion PASSES 9 yes, 9 no - Chair breaks tie with yes vote

Chair reviews and adjusts agenda.

Point of order by Manning that the board must vote to adjust meeting and extend the meeting

No objection.

Break 1:10pm

Reconvene 1:20m

9 [cont.]) ED Reports on FSRN

Meeting with FSRN tentatively schedule in a couple of weeks to discuss plans for Pacifica and FSRN for

FY05. Criteria when considering any proposed project or programming: promote Pacifica mission?; enhances public reputation and image; and will it generate revenue and be self sustaining?; and does it spark national discussion?

Discussion. Benefits of autonomous relations ships. Likelihood of increase in cost. Partnership with FSRN could be considered a merger.

9 [cont.]) ED Reports on Pacificas elections programming

Currently in the works: a pilot internet program to be launched in early July; "Audio port" content distribution service; "From the Streets to the Suites" coverage in Boston and New York and other conventions; nationwide community town hall events; Pacifica Radio Archives cd reviewing Pacifica convention coverage back to 1936 to be released in July; expansion of other local and national coverage if budget permits; and Spanish language broadcasts.

MOTION by Adelson that 3 directors be in on FSRN talks with the national office and report back to the PNB

Point of order by Warren that this is business for the PNB programming committee.

Adelson motion ruled out of order, will be discussed later.

Lane reads Motion to be put agenda for upcoming special meeting regarding getting loans:

MOTION [for upcoming special PNB meeting]The Pacifica staff is hereby authorized to pursue the acquisition of investment capital sufficient to retire all Pacifica debt, stabilize and rationalize all Pacifica staffing and set Pacifica on the path to financial growth and independence. The results of this effort shall be reported this Board at our next regularly scheduled meeting.

20) Discussion of next meeting time/place

Date of next Regular PNB meeting set for September 23-26 in Washington D.C. with no objection.

PROPOSAL by Shakir that Pacifica Foundation Network five stations host a simultaneous fundraiser utilizing the new Michael Moore film "Fahrenheit 911" if he or his representative and the distributors are amenable. We would like to charge the cost being for non-members a subscriber membership plus the ticket fee, and members a fee of the ticket cost plus \$10.

Agreed without objection that Shakir will explore the proposal.

Date of Special PNB meeting by teleconference set for Tuesday June 22 5pm Pacific, 6pm Mountain, 7pm Central, 8pm Eastern

18. Unfinished Business, New Business

Ogulason request to state correction to Election Review Committee report given earlier in the meeting.

No objections

Ogulason - The "Committee spent three(3) weeks including a 2 day rap-up telephonic conference, not merely the 2 days as stated in my presentation

Haiti resolution (from KPFK) to be adopted by PNB presented by Laforest

MOTION by Laforest that the PNB approve resolution protesting U.S. policy relating

to Haiti

AMENDMENT offered by Allen to add to 2nd paragraph "The Executive Director is duly instructed to formulate and distribute an editorial statement reflecting this resolution to all General Managers for airing."

Accepted by Laforest, main motion then seconded

Resolution on Haiti with Allen amendment:

Whereas the PNB is opposed to the kidnapping of the elected President of Haiti, Jean Bertrand Aristide, and the US backed and orchestrated coup,

and

Whereas, an independent investigation is necessary to investigate last year s shipping of 20,000 M-16 rifles to the Dominican Republic by the US military, and how these weapons got into the hands of the thugs and convicted criminals who overthrew Aristide,

and

Whereas, we support the bringing to justice of those who are committing violence and other atrocities against the Haitian people, including coup leaders, some of whom are purported drug dealers, convicted assassins, and mass murders,

Therefore, be it resolved:

That the PNB calls on the Pacifica Foundation, local affiliates, and other public radio networks to:

- a. Demand an investigation into the Bush Administration s role in the coup against President Aristide.
- b. Demand the restoration of President Aristide to the full power of his office as the democratically elected President of Haiti.
- c. Demand that the de facto Haitian authorities stop the threats, arrests, and persecution of union organizers, grassroots community activists and supporters of President Aristide.
- d. Demand an end to the deportation of Haitian refugees by the US government who are fleeing violence, including the violence of poverty, and who are bound to suffer more of the same upon their return to Haiti.

Be it further resolved:

That the Pacifica Foundation and its local affiliates organize discussions, on-air forums, and join with Haitian democracy activists and trade unionists in support work, with the goal of fostering a better understanding of the issues affecting the Haitian people and bolstering support for the struggle of the Haitian people for social justice and economic betterment. The Executive Director is duly instructed to formulate and distribute an editorial statement reflecting this resolution to all General Managers for airing.

Discussion.

MOTION to amend by Kiteka that there be 7 days of fundraising to collect food, medicine and money for Haitian relief by all 5 Pacifica stations

MOTION to divide the amendment by Sanders

MOTION by Shields for role call vote on Main Haiti motion PASSES 11 yes, 4 no

Vote on Haiti resolution:

Adelson -y

Allen - n

Cooper -y

Durlin - chair

Kiteka -y

Kolhatkar - a

Laforest - y

Lane -y

Maldonado -n

Manning - n

Olusagun - y

Randhawa - y

Roberts - a

Rodriguez - y

Santa - a

Sanders - a

Schroell -y

Shakir - a

Shields - n

Spooner - y

Walker - a

Warren - a

Motion on Haiti resolution as ammended PASSES 10 yes, 5 no, 7 abstain

Kiteka motion restated:

MOTION by Kiteka that the five Pacifica stations dedicate 7 days toward raising

non-perishable foods, medicine and money for the Haitian people during the month of July 2004.

Discussion.

Question called Passes 14 yes, 1 no

Kiteka motion FAILS 4 yes, 9 no

MOTION by Shields to reconstitute PNB Archives committee

Discussion.

Shields motion PASSES 11 yes, 6 no

Adelson - raises earlier motion

Point of order by various directors. The Archives committee director selection is still on the floor.

PNB Archive Committee members approved by acclamation with one director from each station:

Shields, Olusagun, Kolhatkar, Spooner, Kiteka,

Shields shall be convener of first meeting

Adelson motion from earlier restated:

MOTION by Adelson that Governance committee be asked to bring a motion to the next special meeting for the PNB regarding how the PNB may participate in the Free Speech Radio News (FSRN) contract negotiations

Discussion..

Adelson motion PASSES 15 yes, 4 no

2:41 pm Adjourn

APPENDIX

Appendix item 1 - Ted Weisgal statement

June 3, 2004

Dear Members of the Pacifica National Board,

From January 11, 2002 to September 2, 2003 I voluntarily served this organization as its Parliamentarian. Doing so was an honor that I will cherish forever. In that time period, I think I participated in nine national board meetings and a number of committee meetings. I was also asked for advice from members across the network.

I was relieved of my duties by receipt of a letter from former iPNB chair, Leslie Cagan, and I will share with you its most salient part:

While I have greatly appreciated all of your efforts as parliamentarian this past year and a half I have decided to ask someone else to work with us. The situation is very complex and I need to find ways to minimize the tensions and anything that gets in the way of this board working more smoothly. As you know, there has been some criticism of the role you have played as parliamentarian. The biggest concern was raised when the judge basically overruled both you and me on the question of how to count the three non-votes on the June 26th conference call.

And it is regarding that overruling by Judge Sabraw that I wish to address. Attached is the statement out of the newest version of Robert's. It's the one we were following at the time I advised Leslie.

But before I go to that, I want to make clear that I don't want us to go backward. It is my contention that the judge ruled incorrectly. Oh, heresy you say & judges don't make mistakes except possibly related to an election in Florida and maybe one related to Pacifica Radio. A couple of days ago, a member of this body asked me a vitally important question: Do you want to be right or do you want to be effective? The contention is that you can't be both and I reject that. To paraphrase Superman, I'm fighting for truth, justice and what I hope will someday be the American Way. Pacifica not only needs to espouse democracy; it also needs to practice it.

Now, a mea culpa and an excuse: I goofed but it does not change the spirit of my advice. I should have advised Leslie Cagan to stop the vote count to take role, thus determining if the 2/3 majority had been reached as soon as the affirmative votes were cast. My excuse: This is an extremely arcane aspect of Robert's Rules. I've been attending meetings of bodies that use Robert's Rules since 1962 and this is the first time a vote of this type has taken place. Also, I was not in the same room as she, and there was no mechanism during this phone conference/meeting to speak to her privately. Interceding, frankly, was not an option. And I was totally unprepared for the action taken by three members of the body who in essence said this process is totally bogus and we will not abstain; we refuse to participate. Nevertheless, I took those as abstentions and advised Leslie accordingly. But it should not have come to that. I think there were 13 people participating in this meeting at the time that the vote began. When only seven voted in the affirmative, it should have been announced that this was not 2/3. That would have been the end of it. And as an aside, if this body is going to continue to have conference call meetings, it needs to (as Robert's advises) establish special protocols for doing so.

So, where do we go from here? Now, I'm stepping out of my role as parliamentarian but I have been asked to do so by at least a couple of national board members. I do not think we should invalidate the elections and bylaws and start all over again. I do think that we should begin the process of amending the bylaws so that the elections we are about to hold will include a process that I hope and

think is more likely to achieve diversity. What is that process? The one used to elect members to the U.S. House of Representatives.

In 2005, as we hold our elections, I suggest we simultaneously put forth the following amendment to our members unless it can be passed by the LSBs and the PNB beforehand: People from the non-staff constituency shall be elected based on their residence within the signal area. Is there a chance of Gerrymandering? I hope we're better than that. Here in Texas with the help, or should I say hindrance, of Congressman Tom DeLay we have congressional districts that now stretch from Houston to Austin, and others that begin in Austin and go south to the Mexican border. At each station we now have Committees of Inclusion. I would hope that they would recommend districts that would be approved by both the LSB and the PNB. It's my feeling that all voters would cast ballots for all candidates, but assuming this amendment passes, the victors would come from the four corners of the Pacifica globe. Would this assure diversity? No! But, I'm sure it would withstand a legal challenge and at least give us a greater chance than the recent outcome here in Houston where we elected, from the non-staff constituency only two African Americans and no Latinos. If the outcome using this approach was not successful, and by that I mean diversity at least equal to the census as corrected of that signal area, then further amendments might be needed. Regardless of this amending process, Pacifica needs to listen to representatives of historically marginalized communities and needs to provide financial and human resources towards doing committed outreach to those communities. The amendment I propose is a Band-Aid but I suggest a necessary one. We either do this or I predict here in Houston, we'll be electing a white dominated board that will be in place for the next three years. If that's done, many of the things that are put in place, I fear, will be extremely hard to change for many years to come.

As I conclude, I would like to come back to the issue of my service as Parliamentarian. As stated before, I did it as a volunteer, got a few good meals, tours of Pacifica stations, a memorable drive around my hometown of Los Angeles with Dave Adelson, and the opportunity to meet wonderful people. That notwithstanding, Leslie Cagan had every right to do what she did. I do question her reasoning, but that's water under the bridge. Nevertheless, the expression adding insult to injury seems to be appropriate here. After I was removed, the iPNB held its next meeting in New York. At that meeting, a certified parliamentarian (which the board knew I was not) was hired. And, according to our Executive Director, he was paid. The standard rate for a parliamentarian is in the \$100-200 per hour range and I think that he served for the entire weekend. Am I crying over spilt milk? Absolutely! This foundation wasted over \$1000 hiring someone illegally to do a job that I was willing to do for free. I'm also extremely upset about the fact that there is no record of the iPNB ever voting to hire this parliamentarian and to pay these funds. Can I prove it? No, but your colleagues, the ones who served on that board, can. Robert's Rules says that a chair can select anyone they choose to serve as parliamentarian but once money from the organization is used to pay said person, the board must approve their selection. If this parliamentarian did not know this, or did but didn't point it out, how much service did he provide this foundation? And this brings up one final point: The minutes of the iPNB after March of 2002, including phone and face-to-face meetings, do not appear on the Pacifica web site as of this date, this being one of the most significant time periods in our history. What's up? Minutes are important to all of us, or to paraphrase Carlos Santana, these are evil ways!

Thank you for your time. I hope you will address the issues I've raised.

Sincerely,

Ted Weisgal

Member, KPFT Local Station Board

From Robert's Rules of Order, Newly Revised, page 390 (lines 13-24) is the aforementioned:

Voting requirements based on the number of members present, majority, two thirds of those present, etc. while possible, are generally undesirable. Since an abstention in such cases has the same effect as a negative vote, these bases deny member the right to maintain a neutral position by abstaining. For the same reason, members present who fail to vote through indifference rather than through deliberate neutrality may affect the result negatively. When such a vote is required, however, the chair must count those present immediately after the affirmative vote is taken, before any change can take place in attendance (see p. 43, 1. 25-30).

A final note from TW: While Roberts advises against voting requirements based on the number of members present, that and a threshold of 2/3, was the mandate from Judge Sabraw. Additionally, because of the focus on the issue of diversity, many components of the bylaws were never properly analyzed. Roberts recommends approval clause by clause (seriatim) and then a final adoption of the entire document. To have dealt with this critical decision by telephone was trouble waiting to happen and in my opinion it did.

Appendix item 1a - Ted Weisgal 2nd statement

Comments from Ted Weisgal, KPFT LSB Board Member at PNB Meeting June 4-6, 2004

This is not a time for "shuckin and jivin."

Yesterday, during both the general manager and board chair reports, regarding the issue of collaboration, I heard too much smoke and mirrors. I assume this was done because, from the LSB chairs perspective, its easier

to get things from management with honey than vinegar.

As an institution, regarding "policy vs. day-to-day operations," we are entering uncharted waters and the process is tearing us apart. Considering the world situation, the role the U.S. plays in it, and the potential for good that can come from Pacifica, we must resolve this turf battle. Long-term, this board can influence change but right now and on a daily basis (because the buck stops with them), this leadership must come from the Executive Director and the CFO. As I think you all know, there is too much talent on our LSBs and committees to waste or under utilize it.

By the September meeting, by actions that begin now, I hope we will all see many clear examples of collaboration and an end to the "shuckin and jivin."

Appendix item 2 - Statement by Willie Thompson, KFPA

The General Manager's draft job description defines the accountabilities of the GM as directing and supervising all station activities; responsible for programming content and managing daily operations. It should be noted here that the stations are units of the Pacifica Foundation and the Foundation President delegates authority to station managers. Article 9 of the Pacifica By-Laws states that 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.

The Executive Director or President on 4/16/04 stated that the FCC (Federal Communications Commission) attorney John Crigler has managed to provide an update on programming liabilities and responsibilities for you (General Managers) and your staff. I want to remind everyone that General Managers around the system are responsible and accountable for their local station programming and the control of the air. You may not, and it is in fact illegal under state and Federal law, for you to delegate any on-air programming accountabilities to any other individual or group of individual. This is an essential function of your job duties and a requirement of the FCC and failure for you to control your air may result in the revocation of the station license. The ED goes on to state that The new Pacifica bylaws delegate programming responsibility and authority to the ED who in turn delegates that authority to GMs. The bylaws do not delegate any programming authority to the LSBs or Program Councils.

KPFA-LSB resolutions of 3/27, 4/17, 5/8 and 5/22/04 establish the Program Council as the Program governance and administrative committee of KPFA and makes the GM accountable to the PC and provide the specific conditions under which the GM may veto policies and administrative decisions of the PC and implicitly threatens to use the LSB management review responsibility if he/she fails to comply with the Program Council and LSB.

44% of the LSB voted against these decisions because of insufficient financial, listener, diversity and staff impact data. Some of us believed that these decisions established dual and conflicting administrative accountability (PC and Pacifica Foundation). Finally, we noted that the decision was passed with calculated use of Roberts Rules of Order (motion to rescind and order of the day provisions planned in advance with members of the majority.) It was still supported by only 1 of 6 staff representatives (16%); was opposed by many of the staff members in the audience and questioned but not opposed by station management and the Foundation President. The outcome is that management implements policies with a little more than half of the board. Staff and Board relations are tense and distrustful and relations on the board are characterized by vilification, attacks on motives of LSB members, threats of retaliation during elections, charges of betrayal and consorting with the paid staff as the enemy, social ostracism and rumor. Some of us are traumatized by the experience. We also feel that an objective assessment will substantiate our analysis.

There is a minority of 44% on the KPFA-LSB. This 44% voted together, without any collaboration, on some decisive motions passed during three recent meetings: 3/27, 4/17, 5/8, and 5/22. Those motions established the Program Council as the KPFA program governance and administrative body at KPFA; established the conditions under which the GM could veto decisions of the PC, reduced the time of Democracy Now and changed the hour of Democracy Now and the Morning Show and established a time-line for the GM to implement the decision. These decisions could be overturned by the change of two votes. More importantly the GM must implement a decision opposed by almost ½ the LSB members and that could be changed during the absence of one member of the winning side as was done with the motion to rescind the defeated motion on the power and authority of the PC. This situation is exacerbated by the calculated use of Robert Rules of Order to pass the decision. A motion to rescind was made when a yes vote returned from an absence at a previous meeting and after a no vote had left. A very sinister use of RRO occurred when a member of the winning

side inserted agenda item time lines without informing the losing side and called for the order of the day requiring the LSB to vote immediately on the item under discussion

Some of us voting in the minority feel that we have not begun to develop harmonious and cohesive relations on the board that are so necessary to heal and grow the station and network. Nevertheless, some are planning a retreat to heal the relations on the LSB while others feel that the trauma is too severe. Also, majority commitment to aggressive and determined win, win strategies to take the station from its mainstream media-like staff by any means necessary (called democratization) is too deep to be healed. All the signers here ask the PNB to work with the entire KPFA board to overcome the current crisis that, if exacerbated, could further weaken the station and kill the noble Pacifica experiment in democracy before its first birthday and begin the network slide into the crisis from which we have not yet fully emerged.

Appendix item 3 - WBAI GM statement

June 6, 2004

Madame Chair,

I am respectfully requesting that the statement I am about to read be duly noted in the official record of this Pacifica National Board meeting.

Yesterday, the secretary of WBAI's Local Station Board read a report to the PNB on behalf of the chair of the LSB that I, as general manager of WBAI, found to be both inaccurate and offensive to the management and staff of our station. The tone and spirit of the report contravened the unity and collegiality that many of us on the staff are attempting to build with the members of our local board.

My staff colleagues and I interpreted the secretary's report as an unjustified public critique on those who labor hard each day to strengthen and advance WBAI and the Pacifica Network.

Relations between the WBAI LSB and the staff has reached a crisis point. Management and staff feel like they are under siege resulting in plummeting staff morale. Indeed, many talented and committed senior staff throughout this network have resigned in recent months and others, including myself, are seriously contemplating leaving Pacifica soon if the situation does not improve.

The crisis in board/staff relations is not irreparable but it needs to be addressed now before it gets completely out of control. These deteriorating relations require immediate mediation.

There's too much heat and not enough light in our midst. We need to lower the temperature and lessen the tensions. We need to dialogue with each other in a candid and mutually respectful manner. There's too much suspicion of each other's motives and intentions.

We of the staff are not merely interested in protecting our jobs and defending our rights, we also share the same sense of responsibility as the boards do for the security and general welfare of this precious resource we call Pacifica, one of the few assets that the progressive movement in this country can call its own.

We are as much stewards of Pacifica as you are. We do not accept the notion that the boards are overlords and the staffs are underlings. We are all equal colleagues performing various functions and playing various roles on behalf of the progressive movement that Pacifica is a part of.

To be sure, there are many difficulties and challenges at WBAI but adopting a confrontational posture against management and staff is not the most effective way to address these challenges.

Pacifica is not like any other non-profit entity. Our mission and our vision of independent, democratic media dedicated to peace, cultural diversity, racial equality and economic justice is truly unique and that very uniqueness demands of us all an effort to shape a relationship between board and staff that reflects the high principles upon which this network was built.

The entire progressive movement is looking curiously at Pacifica to see if the post-election dispensation results in yet another self-destructive "Pacifica war" or if this institution can resolve its internal contradictions in a mature and sober manner. Sisters and brothers, we have an opportunity now to enhance Pacificas credibility and influence within the movement and across the nation. Let us not squander that opportunity.

Thank you Madame Chair.

Don Rojas

Appendix item 4 - report by WBAI LSB Secretary

WBAI Local Station Board Report to the Pacifica National Board

Houston, Texas, June 5, 2004

Presentation by Patty Heffley, Secretary, WBAI LSB

I am Patty Heffley, WBAI LSB Secretary.

The Chair Berthold Reimers is very sorry he could not make it his wife went in the hospital and she is sick. The Vice-chair and Treasurer were asked and were not able to attend as well.

This report is information from the Chair and the Treasurer as well as from information made available to the public through the WBAI newsletters and managers reports that sheds light on the current situation and what we face in the future at WBAI.

First you have a basic informational report from the chair in your books as to what the LSB has been doing since its inception. A correction - The attendance grid included is incorrect and does not reflect the actual attendance.

There are four WBAI LSB standing committees that relate to the duties of the LSB as stated in the Bylaws: Finance; Programming; Management Evaluation; and Membership, Outreach and Fundraising. All the committees are meeting regularly except the COI which will be convened next week. The ad-hoc Elections Review Committee submitted reports to the National Committee before ending.

Also included in the report is how some members of the LSB have assisted WBAI in the following ways: Looking for a potential new space for the station, some have developed a phone-bank program to call those who have not fulfilled their pledges and seeking why; assisted the premiums department in obtaining premiums that are long overdue in delivery; launched print campaign with Gore Vidal CD s in the Nation bringing in 400 new Listener members and 14,000 more dollars.

I have passed out a detail of fundraising dates and details that were culled from the WBAI official newsletter. You can see the money raised, dates of drives, the extensions, etc. (see attached WBAI Fundraising details May 2003 June 2004)

In addition to the printed report, there are two other items I would like to mention:

First, WBAI is just finishing its May fund drive which began May 10th and was extended through today. Despite a weeks extension, it has not met its goal of \$1.1 Million. It may not meet its adjusted goal of \$900K. As of midnight last night the total pledged was \$817K. Instead of the goal of \$58K a day the average in this last fund drive has been \$32,700 a day. This is the fourth consecutive drive that has underachieved by having to be extended for several days in one instance or by not reaching its goal even after extension.

In order to meet the stations budget, interim mini-drives have been necessary. Approximately 81.5 days have been devoted to on-air fundraising or over 20% of the past year. You can see the details on the sheet I handed out.

Listeners are repeatedly told to pledge to save the station and to save peoples jobs (layoffs have been threatened and rescinded all year long).

Some LSB members are concerned about the amount of fund-raising on air and whether the current subscriber base is sufficient to cover the stations budget.

On Saturday May 28th there was a special emergency WBAI Finance Committee meeting called by the Executive Director and the CFO to address the poor results of the current fund drive. In addition to the finance committee, in attendance was Ravi Reddy, a financial consultant, the General Manager Don Rojas, the new Development Director, the Program Director, 2 AFTRA shop stewards, and 2 of the Unpaid Staff Organizing Committee stewards.

According to the LSB Treasurer, Paul Surovell, these were the financial solutions announced at the meeting:

Pacifica CFO Lonnie Hicks and consultant Ravi Reddy are developing new guidelines

for financial operations at WBAI that will include more management controls, among other things.

The CFO said he has identified \$100,000 in non-salary spending cuts, but he gave no specifics.

Pacifica and WBAI management expressed confidence that by extending the Fund Drive through June 5th, \$900K could be raised. Again, as of last night it was \$817K.

More solutions are as follows.

1) There will be 6 "theme" days of fund-raising in June and July, featuring day-long broadcasts on Health and other issues.

(2) In the same period there will be 6 "Cyber Fund Drives" in which listeners will be asked to go on the website to make pledges and buy premiums.

(That is 12 more days of fundraising in 2 months. Some members of the LSB are worried about donor fatigue.)

(3) The LSB is being asked to raise \$100,000 in FYR05 (see budget proposal).

(4) Each LSB member is being asked to contribute individually at least \$500.

We are looking for responsible proposals from management. Mostly what has been proposed so far are more fund drives. One thing that doesn't seem to have been addressed is the programming.

It is the view of many members of the LSB that programmatic changes to increase and motivate our listeners need to be considered in addition to the extra fund-raising measures.

There are many more issues to address at the station that have been discovered by members of the Board while doing the committee work and through volunteering at the station. Management has been responsive by answering the questions raised by the members which has been helpful.

Thank You,

Patty Heffley

WBAI Secretary of the LSB.

Attachment: WBAI Fundraising details May 2003 June 2004

Compiled by Patty Heffley and James Ross

WBAI Fundraising Details May 2003 to June 2004

Presented at Pacifica National Board meeting
on June 5, 2004 by Patty Heffley Secretary, LSB
Data compiled by James Ross and Patty Heffley

Spring 2004 drive

Start: May 10, 2004

Scheduled end: May 28, 2004

Actual end: June 5, 2004

Length; 26 days

Goal: \$1.1 million

Actual pledges: as of 5/29/04, \$630K. As of 6/2/04, \$715K

Pledge rate: \$30-32K/day

Fulfillment: ?????

4/5/04 6:00 am-11 pm: Special 1 day Fundraiser: Citizen King

Winter 2004 drive

Start: January 19, 2004

Scheduled end: February 7, 2004

Actual end: February 11, 2004

Length; 24 days

Goal: \$1.1 million

Actual pledges: \$1.07 million

Pledge rate: \$43K/day

Fulfillment: ?????

December 03 Radiothon: (Arts Programming weekend)

Start: 12/12/03

End: 12/14/03

Length: 2.5 days

Goal: \$100,000

Actual pledges \$35,000 (approximate not verified)

Fulfillment: ???

November 03 minithon:

Start: November 24, 2003

End: November 26, 2003

Length: 3 days

Actual pledges: \$200,000 (approx not verified)

Fall 2003 drive

Start: October 15,2003

Scheduled end: October 31st, 2003

Actual end: November 3, 2004

Length; 20 days

Goal: \$1.2 million

Actual pledges: \$800,000

Pledge rate: \$40K/day

Fulfillment: was about 62% -- this went up to above 70% as a result of calling delinquent pledgers.

Notes: left pledge room open 4 more days

August 03 minthon

Start: August 18, 2003

End: August 23, 2003

Aug. 26: An extra day of special programming!

Length: 7 days

Goal: \$300,000

Actual pledges: ?????

Fulfillment: ???

Notes: Premiums remained available on line through Sunday, September 7th.

Spring 2003 drive

Start: May 12, 2003

Scheduled end: May 31, 2003

Actual end: May 31st, 2003

Length: 20 days

Goal: \$1.2 million

Actual pledges: \$840,000

Pledges/day: \$42,000

Fulfillment: ????

Notes: loss of estimated \$100,000 in pledges due to phone snafu.

Due to poor response and phone problems, left premiums on line until June 15, 2003

Data Compiled from WBAI s Official Newsletter and listenerforums.net

by James Ross and Patty Heffley

http://lists.wbai.org/pipermail/newsletter_lists.wbai.org/

Appendix item 5 - WBAI PD statement

Statement to the members of the PNB

First of all, the best of wishes to those directors and staff gathered at the Houston meeting of the Pacifica National Board in its continuing attempts to bring back fiscal and programmatic sanity to the PACIFICA FOUNDATION. I am sorry that I can t be with you today because I am at the station working diligently with our staff to meet our monetary and programmatic obligations in this hostile and challenging media climate.

Unfortunately, in my addressing you today I take on the role of the bearer of disturbing news. My news involves charges of slander, character assassination, and racism in the manner in which some members of our Local Station Board interpret and execute what they perceive to be their duties and responsibilities. I have documents that emanate from members of the board that more than substantiate my claim. Because, these inflammatory documents were sent across the country

to listeners, supporters and national board members, I assume that many of you have had the opportunity to read one or two of them yourselves.

What is most disturbing about these documents is the fact of their irrationality, condescending tone and overtly racist characterizations of reality. What is equally disturbing is the fact that no one has demanded that the perpetrators desist with this pattern and practice. This behavior must cease immediately. Pacifica should not provide a safe haven for racist, homophobic or sexist behavior of any type. There should be no exception given to those who violate these founding precepts. Because so many of these documents have been widely circulated, I am demanding a public apology and an email sent to all of those who received these slanderous documents notifying them of their falsehood.

Finally, we as an independent, progressive media organization will not be able to successfully negotiate the challenges that we face in this new millennium, if we continue to sanction the colonial mentality and behavior of the past. Slanderous accusations that have been made against WBAI's Program Director and the staff are totally baseless and without foundation. Not one iota of proof or documentation has been offered or requested. Any pursued agenda that utilizes these tactics must be eradicated from this organization. I am willing to submit to this body the documents that will unequivocally establish the falsity of the accusations against me and members of the staff.

A few examples of my documentation can be seen in the following:

Item # 1:

Rev. James Montgomery's Memorial Service -. This issue was brought to the national board as an example of gross malfeasance. The reality however is quite different. (See attached documents)

Item # 2

An angry response from a listener and supporter who was enraged at the specious charges leveled at the station. This item was sent out around the time of our fund drive to our listeners and supporters.

Item # 3

Another angry letter from an outraged listener. This is indicative of the dissension being sown by this practice of systematic character assassination must be halted immediately. I have many more examples that I can share with you.

I thank you for your time and consideration.

Bernard White, WBAI Program Director

Appendix item 6 - Ken Freeland (KPFT) report regarding parliamentary procedure at KPFT

Breaches of parliamentary order at the KPFT LSB

Ken Freeland, member, KPFT LSB

May 2004

For some time now, a struggle has been ensuing on the KPFT LSB over the question of whether or not Pacificas bylaws mean what they say about the requirement for Roberts Rules in our governance. There has been considerable open grousing by some LSB members about the need for these rules of order (never overruled by a presiding officer), open advocacy of avoiding the rules of order (again, no reassertion of them by our presiding officers) and finally, clear and open violations of Roberts Rules by our presiding officers themselves, with the support of the vast majority of LSB members.

If this seems incredible to you, think how it seems to me, as someone elected to this same LSB with the clear expectation that I would uphold the bylaws and follow Roberts Rules of Order. Was I the only candidate who read the fine print?

If this sounds familiar to you, it should. Several years ago, a number of us stood out in the streets of Houston and elsewhere in Pacifica protesting at the homes and businesses of Pacifica National Board members who would not honor the spirit of the bylaws, nor even agree about what the bylaws were, particularly as they applied to Local Advisory Boards, but also, significantly, as they applied to the manner in which the PNB made its decisions, which was increasingly happening in Executive Committee meetings outside of public view, and even outside of the scrutiny of other PNB members. In the end, this was settled by the combined litigation of alienated PNB members, LAB members from around the network (except, notably, from KPFT) and Pacifica listeners. The bylaws which emerged after about two years of further internal struggle could hardly be clearer. They nobly require the professionalization and democratization of Pacificas governance. But the enemies of this progress both within and without station staff and management, who do not desire to see Pacifica fully returned to its educational mission, have not disappeared, and their influence on the governance structure has not abated.

Here in Houston, LSB vice chair Susan Young, at the 4-14 LSB meeting, allowed the Governance Committee chair to propose a number of special rules (these are rules that impinge on Roberts Rules, and in this case, supplant quite a few of them) -- there was no advance notice given on these items, nor was a 2/3 majority decision recorded, both required by Roberts. More egregiously, she prohibited LSB members from offering amendments to these motions (this is recorded in the official minutes), and then, to top it off, "disallowed" a parliamentary inquiry by this member questioning her authority to do prohibit amendments. Later in the same meeting, she "gaveled through" a motion to add more members to the Special Committee to Negotiate a Program Council, without either opening the floor to debate or closing debate, as required by Roberts. This was also done without reference to the need to maintain the number of members assigned to this special committee, without taking heed that the LSB remain responsible for non-LSB members assigned to the committee, whose names were not even mentioned in the motion, and all of this on a bogus "point of order" brought by an LSB member AFTER the chair of this special committee had deferred discussion of membership in the committee to the next LSB meeting, owing to the imposition of an arbitrary 2-minute time limit on the committees report by this vice chair! Dose this sound like the Keystone Cops do Pacifica? We are not done: The following meeting all of this travesty was appealed to the LSB Chair, Mike Martin (a lawyer by profession!), and each appeal was overruled. Susan Young was commended for the "good job" she had done at the previous meeting. Then, not to be outdone, when the chair of the Special Committee to Negotiate a Program Council in question was to make a subsequent report, Chair Mike Martin did not recognize the appointed chair of that committee, but recognized

instead (surprise!) LSB vice chair Susan Young to speak for that committee, apparently based on her claim to have been elected to chair that committee. A point of order raised to protest this illegal act by the Chair of the special committee, citing the specific rule in Roberts that explicitly prohibits committees from electing their own chairs if one has been duly appointed, and reminding the chair of the earlier appointment as reflected in the minutes, the Chair overruled the point of order, and the appeal of this appalling ruling was not seconded by any member of the LSB then in attendance! Is this possible, you may ask? If you still have trouble believing that things can have come to such a pass, listen to the archived audio file yourselves (referenced below). How is it that there could be such orchestrated support for so obvious a breach of parliamentary order? Well, this brings us to another curiosity of the KPFT LSB:

Shortly after KPFT's LSB election, LSB member Curt ("scooter") Schroell, on his own initiative, set up a closed listserve to which he subscribed LSB members. A number of items pertaining to LSB business have been discussed on this list. When LSB member Wendy Schroell revealed, in mid-March, that more than a quorum of LSB members were subscribed to the list, I acted on advice I had received that such a listserv with a plurality of LSB members, discussing LSB business, violated the Open Meetings Requirement of the CPB, as well as Roberts Rules. I immediately and publicly unsubscribed from that listserv, encouraging the remaining LSB members to do the same. It is my opinion that none of them did.

I should also mention that LSB chair Mike Martin continues to deny LSB members the right to approve our agenda or to modify it in any way. Proposals I had forwarded for consideration were not included on the most recent LSB agenda, and I was told that even though they had been sent, they could not be added at this time because allowing the LSB to approve its own agenda at the LSB meeting would violate Federal Law. Well, Mr. Martin is a lawyer, so he ought to know. Never mind that the PNB and the other LSBs appear to approve their own agendas, and no ones ever been arrested!

Meanwhile, and perhaps most egregiously of all, half of the terms of half of our LSB members have already expired, and neither of our fiduciary committees has yet to hold a single meeting! We have made zero progress in evaluating our stations general director and program director, and zero progress in addressing budgetary issues for the next fiscal year. This is because, after these committees were "created" last February, no one was ever named to them, and no chairs or conveners were appointed, so they sit in the same limbo as the now concatenated Special Committee to Negotiate a Program Council.

In short, the KPFT LSB, in terms of its legal responsibilities, is in a royal mess. An appeal has been made to the PNB in the form of a minority report (see below) from the LSB to repair the breaches torn in our legislative fabric by our presiding officers, with the tacit support of the LSB. The KPFT LSB has repeatedly demonstrated that it is not capable of correcting itself when it is steered off course by its presiding officers. The only hope for internal resolution of this problem is for the PNB to correct these breaches, and assure that our bylaws and parliamentary authority are better adhered to in the future. I urge all members of the Pacifica Foundation to study the enclosed documentation and correspondence carefully, and then to appeal to your own elected representatives to see that the situation at KPFT is corrected during the June PNB meeting in Houston. Were all in this together.

The old saying goes that those who do not learn from history are condemned to repeat it. Legal rescue of the KPFT LSB from its self-inflicted breaches, by the PNB, is the only way, short of litigation, to restore KPFT's LSB to its proper function. Its by far the most sensible of the options available. Hopefully

weve all had enough litigation to hold us for a few decades. . .

Peace,

Ken Freeland

Member, KPFT LSB

Submitted to the Pacifica National Board in advance of its meeting in Houston, TX, June 4-6 2004

Minority Report of the KPFT LSB, submitted by Ken Freeland:

Under the direction of its presiding officers, KPFT LSB has enacted legislation that is problematic in form and pernicious in effect, and that violates the letter of Roberts Rules of Order and the spirit of democratic governance. The five items listed below, for which intervention by the Pacifica National Board is requested, are by no means exhaustive, but represent the most egregious examples, which have created continuing breaches in the integrity of the KPFT LSB, both with itself or with its parliamentary authority:

1) Problem: The KPFT LSB Chair refuses to permit the LSB to approve or modify the agenda at the beginning of the LSB meetings. Roberts Rules requires the LSB to approve or amend its agenda as a body (§41, pp.360-361).

Breach: The fundamental right of each elected member of the LSB to participate in the placement and approval of items on the agenda is continually violated.

This KPFT LSB member requests the PNB to correct this situation by adopting the following resolution:

Whereas,

Under Article 16 of the Pacifica Bylaws Roberts Rules of Order Newly Revised govern the Foundation, and Roberts Rules of Order Newly Revised, at §41, pp. 360-361, require that meeting agendas be approved by majority vote of the body,

Therefore, be it resolved:

That proposed agendas for all Pacifica LSB meetings shall be put to a vote of approval of the LSB near the beginning of each meeting, at which time the proposed agenda may be modified or approved by majority vote of the LSB.

2) Problem: The KPFT LSB Chair, with the approval of the KPFT LSB, appointed members Freeland and LeJune to co-chair a Special Committee to Negotiate a Program Council. This decision has never been rescinded. Nevertheless, at a subsequent May 14 meeting of the LSB, the KPFT LSB Chair recognized KPFT LSB Vice-chair Susan Young as the chair of this special committee, based on her claim to have been elected by the committee. Roberts Rules expressly prohibits the election of a committees chair by a committee when its existing chair has been duly appointed (§13, p. 168, lines 1-5). A point of order specifically citing this rule was overruled by LSB Chair Mike Martin, and the attempt to appeal his decision was unsuccessful.

Breach: KPFT LSB is now acting at odds not only with Roberts Rules of Order, but with its own recorded decision, which has never been rescinded. It is a fundamental right of each member of the LSB to expect that decisions made by the Board are valid unless and until rescinded. Two contrary lines of authority have been instituted regarding chairmanship of a committee.

This KPFT LSB member requests the PNB to correct this situation by adopting the following resolution:

Whereas,

Under Article 16 of the Pacifica Bylaws Roberts Rules of Order Newly Revised govern the Foundation, and Roberts Rules of Order Newly Revised, at §13, p.168, lines 1-5, state that no committee may elect its own chair when that chair is duly appointed by the Chair of the assembly.

Therefore, be it resolved

That duly appointed chairs of its committees shall be recognized by the KPFT LSBs presiding officers to speak for their committees, and the actions of any committee not taken under the authority of its duly appointed chair shall be regarded as null and void.

3.) Problem: During the 14 April meeting of the KPFT LSB, the Vice Chair, presiding, denied the members of the LSB the right to offer amendments to incidental main motions made by the Chair of the Governance Committee. (This is reflected in the minutes.) These proposals were neither detailed in the meetings advance notice nor was a 2/3 vote insisted on or recorded as required by Roberts Rules whenever a motion will amend something already adopted (in this case, Roberts Rules themselves, regarding the appointment of committees and appointment of chairs).

Breach: It is a fundamental right of members of the assembly to offer amendments to main motions put before them. Legislation effected through a denial of that right constitutes a continuing breach of that fundamental right until it is nullified. The resulting legislation in this case effectively breaches several vital sections of Roberts Rules (§50 and parts of §13), and effectively prevents present and future Boards from establishing Special Committees in accordance with the method prescribed by Roberts Rules (§13, pp. 167-170).

This KPFT LSB member requests the PNB to correct this situation by adopting the following resolution:

Whereas,

Under Article 16 of the Pacifica Bylaws Roberts Rules of Order Newly Revised govern the Foundation, and Roberts Rules of Order Newly Revised, at §43, p. 374, lines 14-18, clearly allow for the amendment of main motions put before an assembly, and whereas this fundamental right of KPFT LSB members was expressly denied by their presiding officer, Vice Chair Susan Young, during their April 14 meeting during debate of motions made by the Chair of the Governance Committee, as recorded in the minutes of that meeting,

Therefore, be it resolved

That all motions made by the Governance Committee Chair and adopted by the LSB during the April 14 KPFT LSB meeting are hereby nullified.

4) Problem: At this same 4-14 meeting, Vice Chair Susan Young failed to provide opportunity for debate of a later motion to add members to a special committee (prohibited by Roberts Rules § 43, p. 374, lines 28-34), or to name those members once the resolution was passed as requested by the committees Chair and as required by Roberts Rules (§13, p.167, line 15-18. Roberts Rules provide that any main motion put before an assembly is debatable (§43, p. 384, lines 26-27), including the opportunity to offer amendment (§12 , p. 126, lines 18-19).

Breach: The right to debate any motion put before the assembly is fundamental. For this reason, "gaveling through" a motion is expressly prohibited by Roberts Rules (§43, p.374, lines 28-34). This breach continues so long as the undebated decision is allowed to stand.

This KPFT LSB member requests the PNB to correct this situation by adopting the following resolution:

Whereas,

Under Article 16 of the Pacifica Bylaws Roberts Rules of Order Newly Revised govern the Foundation, and Roberts Rules of Order Newly Revised, at §43, p. 374, lines 28-34 expressly prohibit putting an item to a vote before allowing for debate, and whereas KPFT Vice Chair Susan Young, presiding at the 4-14-04 meeting of the KPFT LSB, violated this rule by putting the question of changing the membership of the Special Committee to Negotiate A Program Council without offering members an opportunity to debate the question,

Therefore, be it resolved

That the decision of the April 14 KPFT LSB to add more members to the Special Committee to Negotiate a Program Council is hereby nullified.

5) Problem: The great majority of KPFT LSB members (perhaps as many as 23) are subscribed to a closed listserv [kpft_lsb@yahoogroups.com, established by LSB member Curt Schroell]] where matters of LSB business have been discussed and deliberated outside of public view. Roberts Rules (§1, p. 2, footnote) frowns on this practice, and requires that, if utilized, such electronic means of communicating business must be specifically authorized by the bylaws and supported by special rules and standing rules, yet none of these conditions exist. The Open Meetings Requirement of the Corporation for Public Broadcasting (Section II. part 1) prohibits the distribution of public funds to broadcasters whose governing bodies do not conduct their deliberations in a public meeting, accessible to all. The deliberations of LSB members in a closed listserv clearly jeopardizes CPB funding for KPFT, and possibly for Pacifica as a whole. At its 4-28-04 meeting, the LSB passed a motion to establish an open Internet forum on which "there is an area for LSB members and LSB created committees to debate issues." This language again appears to contradict both the Roberts Rules and CPB Open Meetings Requirements cited above, as not every member of the Foundation (or even all LSB members at all times) has access to the Internet, and the bylaws do not authorize electronic debate in this format.

Breach: The need for public access to all deliberative activity of the LSB is breached by both the existing private LSB listserv(s) and the idea of electronic debate unauthorized by the bylaws, and CPB funding is jeopardized by both practices.

This KPFT LSB member requests the PNB to correct this situation by adopting

the following resolution:

Whereas,

Under Article 16 of the Pacifica Bylaws Roberts Rules of Order Newly Revised govern the Foundation, and Roberts Rules of Order Newly Revised, at §1, p.2. footnote, deliberation by electronic means is prohibited in the absence of bylaws authorization, and whereas the bylaws of the Pacifica Foundation do not authorize its Local Station Boards to conduct normal deliberations outside of its regular public meetings, and whereas the Open Meetings Requirement of the Corporation for Public Broadcasting prohibits the disbursement of funds to grantees whose governing bodies' deliberations are not conducted in a manner accessible to the entire public,

Therefore, be it resolved

That all KPFT LSB members are instructed to discuss KPFT LSBs business with a plurality of KPFT LSB members only at physical, publicly announced LSB meetings, and to disband listservs and other electronic means that effectively violate this principle.

 KPFT LSB Minority Report (Freeland) Addendum:

The problems of the suppression of the democratic rights of delegates in the KPFT LSB is symptomatic of larger concerns, which it is hoped the PNB will attend to during its June meeting in Houston:

While some standing/advisory committees have been set into motion by the KPFT LSB and are functional, three others have been either stymied or stillborn. These three are, significantly, those with potential to challenge station management: the programming, financial oversight & budget and the management selection & review committees. It is just in these areas that the LSB is distinguished from the former LAB in sharing with management some direction of the station's future and of its processes, and without exception, these areas, halfway into the KPFT LSBs first year, remain sorely neglected.

1) Programming: The effort to establish a programming committee was deterred by the LSBs decision to pursue the formation of a programming council (via a special committee) with management and other interested parties at its March meeting. A one-month reporting period was established for this group, which met four times, but was unable to complete its task in part because of lack of management participation in its second meeting, and because of doubts raised by the LSB Vice-chair about the agreement of management behind the plan tendered by the Program Manager, which took considerable time to resolve. By the time this special committee was ready to begin its second month of reauthorized life, subsequent attempts to meet directly with the program manager by the committees cochairs had twice been accepted then canceled by the program director; nevertheless, a proposal was prepared for debate and approval by the committee, in hopes of expediting the negotiation. Perhaps not coincidentally, that same May meeting is the one that was disrupted by the illicit attempt s by members of the committee itself to replace its chair (in direct contravention of Roberts Rules of Order, as explained at the time), which has thrown the process into legal limbo, further delaying progress. Five LSB members were involved in this subversion of the Rules of Order, and one of them, LSB Vice Chair Susan Young, thereafter claimed chairmanship of the committee, a claim recognized without explanation by the LSB chair (who had duly appointed the original chairs of this committee). The details of this imbroglio are provided elsewhere in this report, so will not be belabored here. However, it should be noted that a proposal forwarded by

me to the chair for inclusion in the minutes of our May meeting to establish a Program Policy Committee for the LSB was not included in the agenda for that meeting, and, as our agendas are not democratically approved, the Chair refused to include it during the May meeting when this omission was noted..

This means that the KPFT LSB is seriously delinquent in meeting its obligations under the Bylaws of the Pacifica Foundation, Article Seven, Section 3, part G. of the bylaws "to . . . work to ensure that station programming fulfills the purposes of the Foundation and . . . that station policies and procedures for making programming decisions . . . are working in a fair, collaborative and respectful manner to provide quality programming."

2) Fiduciary Committees:

Budget and Financial Oversight Committee

Both the Management Selection and Review Committee and the Finance and Budget committee were "established" during a KPFT LSB meeting on February 25. In the course of this meeting, the Chair described the mandate of this Committee as "overview and to create a budget for the station . . . and it has to produce a budget to the national board on a quarterly basis, and I do intend to appoint myself to that, as well as the Vice Chair and obviously the Treasurer to that committee." Later he reasserted that this committee would be "responsible for overview of the stations budget, monitoring that budget on a monthly basis and reporting to the national board on a quarterly basis." [<http://www.kpftx.org/archive.htm#040225> Houston LSB meeting 2-25-04] As the General Manager has already indicated that he is preparing the budget for the next fiscal year, it appears increasingly likely that he will do so without collaboration by the KPFT LSB Budget and Financial Oversight Committee, which since February has only existed on paper.

Management Selection and Review Committee

This Committee was likewise "established" at the 2-25-04 KPFT LSB meeting. Its purpose was defined as evaluation of the General Manager and Program Director, and initiating the search for candidates for either position should a vacancy occur. No one has yet been named to this committee.

In response to a question by LSB member Weisgal as to when these committees were going to meet, the Chair responded: "Yeah, we are going to generate a schedule for these committees and the chair will coordinate that." This was in February. [<http://www.kpftx.org/archive.htm#040225> Houston LSB meeting 2-25-04]

According to the attached report to the PNB from KPFT LSB Chair Martin, "We have created nine standing committees, all which are meeting regularly." This report is, to say the least, not accurate. Not only does Chair Martin gloss over the problems he himself has created by recognizing the LSB Vice Chair, as opposed to its appointed Committee chairs, to speak for the "programming committee" [sic], he also fails to mention that the two fiduciary committees mentioned above, neither of which has even yet had its membership clarified as required by Roberts Rules, HAS YET TO MEET! At this writing, there have been no meetings of either of these two committees scheduled on the KPFT website, nor has either committee ever furnished a report to the LSB at any time. And these are clearly two of the most crucial LSB committees, bearing the highest level of fiduciary responsibility, as recognized by a majority vote of the LSB during its March 17 meeting! [[www.kpft.org/lab/labminutes/ KPFT%20Minutes%20_3-17-04_.pdf](http://www.kpft.org/lab/labminutes/KPFT%20Minutes%20_3-17-04_.pdf)]

The net effect of this is that the KPFT LSB is seriously delinquent in meeting its obligations under the Bylaws of the Pacifica Foundation Article Seven, Section 3, sections A through F (too lengthy to cite), not to mention section M: "To exercise all of its powers and duties with care, loyalty, diligence and sound business judgment consistent with the manner in which those terms are generally defined . . ."

Supplementary (background) report:

Dear Marty and PNB members,

As promised, I am providing a background supplement to those five of problems of the KPFT LSBs procedural processes in which I am appealing to you to intervene during the June PNB meeting in Houston. I hope that it is clear to you after having read them (and what follows below) that I am not talking about a failure to dot is and cross ts here, but about a clear and consistent pattern of denying fundamental rights of delegates to participate in the democratic governance of KPFT, which the majority of KPFT LSB members are (incredibly) unable or unwilling to challenge. I find myself in the difficult position of being virtually the lone voice of dissent in this matter. Decades of peace movement activity have schooled me for this role, but I had hoped that the Board of a Pacifica radio station would be one place I wouldnt have to play it. Such hope was unfounded. You, then, as the final arbiters of due process and ultimate guardians of the bylaws for which we all fought so hard, are now the last source of appeal, as my many efforts to appeal the matter locally have fallen on deaf ears. I thank you for taking the time you spend acquainting yourself with the particulars involved. Having spent many hours to prepare the presentation of this matter, I know full well how tedious it can seem. I have little doubt that most of you are as busy as I am, and that your time is also at a premium. Yet in the end, nothing is more important for Pacifica than maintaining the integrity of our democratic order for which we have struggled so hard.

Please do not hesitate to contact me if I can clarify any point, or be of further assistance to you in this matter in any way.

Peace,

Ken Freeland

713-218-8063

832-512-4751

Background supplement to KPFT LSB Minority Report (Freeland)

The KPFT LSB Minority Report is pretty self-explanatory, but some members of the PNB may wish further documentation and background discussion regarding each of the interventions requested of the PNB. It is the purpose of this background paper to provide them for each problem identified in the Report.

Please note that all audio files of KPFT LSB meetings are located on the KPFTX website at this URL: <http://www.kpftx.org/archive.htm>

Please note that the official minutes of KPFT LSB meetings are archived on the KPFT website at this URL:

http://www.kpft.org/lab_meetingschedule.php

Problem 1 (No democratically authorized agenda):

Additional Commentary: None of the KPFT LSBs minutes reflect a vote to approve the agenda. Chair publishes an agenda about a week before the meeting (usually), on which, in theory, any LSB member can place items. However, prior to the May 12 meeting, I submitted four items to the chair, and never received acknowledgment. The agenda did not contain the items I proposed. I was without recourse, and told by the chair when I complained at the meeting that he is "overwhelmed with email," and that I could always get my agenda items on the agenda next month. (Some consolation -- and what guarantee exists?)

I also initiated yet another discussion of the question (other Board members had raised the identical concern at previous meetings), and Chair argued that agenda approval at the meeting would violate Federal Law. This discussion can be heard on the audio file of the May 12 LSB meeting, part 1, right about the middle. Clearly, the Chair has virtual control over the agenda under this current method. LSB members have no way to assure that their items are put on the agenda.

 Problem 2 (LSB Chair fails to recognize appointed Committee chairs to give reports):

Documentation: The Special Committee to Negotiate a Program Council was established at the March 17 meeting of the KPFT LSB. Here are the relevant items from the minutes of the 4-14 LSB meeting (these items follow one another directly in the minutes):

- Programming:

C. Shroell moved, "To create a committee to negotiate with management and interested parties to develop a Program Council proposal and to return to the LSB for a final decision." The motion was voted approved, by a vote of 13 yea and 2 nay. Chair circulated a sign-up list for those interested in serving on the committee and appointed Freeland and LeJune to be Co-Chairs, and asked that the committee report back at the next regular Board meeting.

- Chair s Appointment of Committee Chairs:

Al Zahir moved, "To decide if the Board approved of the Chair appointing Committee Chairs." Chair abstained from voting. The motion was voted to approve the Chair naming the Comm. Chairs, by a vote of 13 yea and 4 nay.

Commentary: These decisions have never been rescinded or amended. The committee in question met four times in one month and the chairs submitted regular reports to the LSB. Yet at its May 12 meeting, the Board recognized Vice Chair Susan Young to give the report for this committee. This member raised a point of order, and the LSB Chair (an attorney by profession) overruled the claim of the appointed Chair to speak for the Committee, claiming that the Governance Committee had taken away his authority to do so. We can see from the minutes that, whatever the current case, the Chair was clearly authorized by the LSB to name the chairs of this committee. This means that there are two contradictory understandings of who is chairing this Committee: those who were appointed to chair it, and the Vice Chair of the LSB, whom the chair recognized instead to speak for the committee. A house divided cannot stand -- such blatant self-contradictions by the LSB Chair breeds chaos.

Incidentally, it should be noted that the practice of naming "co-chairs" (as opposed to a single chair) to a committee is expressly disparaged by Roberts Rules (RONR p. 168: "The anomalous title co-chairman should be avoided, as it causes impossible dilemmas in attempts to share the functions of a single position.") This is only common sense, but my remonstrations with the Chair about this issue fell on deaf ears, and he even tried to replace (outside of an LSB meeting) one co-chair with yet another, despite the concerns I had raised, and my citation of Roberts proscription of this practice. Also of interest is that the membership of this special committee was never clearly announced by the Chair or recorded by the Secretary as required by Roberts Rules. [Roberts Rules could not be clearer on the matter (RONR p. 164, lines 7-10) "If the main question is to go to a special (select or ad hoc) committee ... the motion should specify the number of committee members..." (RONR p. 167 lines 15-19) When a motion to refer to a special committee has been adopted, no business except privileged matters can intervene until selection of the committee members is completed..." Then there is the question of the LSB needing to approve any non-LSB members who were to be on this committee (RONR p. 167 lines 11-13) " ... the names of all nonmembers being appointed must be submitted to the assembly for approval . . ." This requirement was totally breached.

The following report by the co-chairs of the Special Committee was not permitted by the chair to be given during the committees report period. The point of order raised to remind the LSB chair of who the legally appointed chairs were was overruled, and this members appeal of that ruling was not even seconded!

PC Negotiation Committee report 5-12-04

The chairs of the PC negotiation committee jointly report as follows:

At the meeting of Wednesday 5-5-04, Rhonda Garner requested that the item of electing new chairs to the committee be put on the agenda. Ms. Garner was informed by the chairs that the item was out of order, as the committee was not empowered to elect its own chair. This ruling was appealed by George Reiter, who cited the recent rule adopted by the LSB (GC Item 6, adopted 4-14-05) at the recommendation of the Governance Committee, which directed the chair to appoint conveners rather than chairs when forming committees. Chair Freeland pointed out that the language of that rule, which Reiter had already read aloud, referred to future committees set up by the chair, and failed to specify whether existing committees whose chairs had already been appointed fell within the rule. Chair LeJune observed that in law, ex post facto laws are unconstitutional, and he noted that there should be language in the rule itself which indicated its retroactive intent, and there was none.

After Rhonda Garner was again ruled out of order for an improper point of information, a vote was taken that a new chair be elected by the committee. Only the chairs voted to sustain the ruling of the chair, whereas everyone else in the room, including five members of the LSB, voted to support the appeal.

At this point, a new member of the Committee, Donna McWaters, took it on herself to conduct an election of a new chair for the committee. Shortly thereafter, chair Freeland raised a point of order to the effect that the Committee could not operate in abeyance of Roberts Rules, and that Roberts Rules were effectively discarded by the failure to uphold the Committees legitimate constitution. Freeland also declared that only an LSB-authorized chairmanship then existed, and that any further proceedings of the meeting under alternate chairmanship were null and void, and then Freeland left the meeting.

We submit in documentation a sound recording of this much of the meeting on compact disk.

It is the opinion of the chairs that the members of this committee displayed an appalling lack of understanding of and respect for the rules of order which are mandated for all proceedings of the LSB and its committees. We believe that the LSB and any of its committees cannot operate effectively in the absence of a minimum commitment to these rules of order, and a proper understanding of relevant legislation by the LSB, or a willingness to defer to those who possess that understanding. This minimum requirement was not met by the members of this committee, and so the only remedy that suggests itself, if the committee is to continue in a lawful way, is for the reconstitution of the committee by the full LSB.

Ken Freeland

Dana Andrew LeJune

Co-chairs, Special Committee to Negotiate a Program Council

(PNB members: please note that this sound recording of the meeting in question, documenting this subversion of this special committees structure by five of its LSB members, is available to you at your request. Please reply to this message with your name and mailing address and a compact disk of 20 minutes length will be sent to you so can hear it for yourself.)

(Points of order subsequently (and unsuccessfully) raised by this LSB member to correct the abuses of problems 2 and 3 are attached to this email message.)

Problem 3 (LSB members denied the right to amend motions)

Commentary and further documentation: The following are the two most objectionable items proposed by the Chair of the Governance Committee, and passed by the LSB at its 4-14-04 meeting, in which vice chair Susan Young, presiding, expressly prohibited LSB members from making motions to amend them.

GC Item 5. Except for the two "fiduciary" committees (Finance and Management Review), all committees will be open to all Pacifica members. As required by the bylaws, the chair will be an LSB member. All original members of a committee will have a equal vote on all items. Subsequent members will have to attend three consecutive meetings and will become voting members at their third meeting. Three consecutive unexcused absences removes the voting privilege. The member must again attend three consecutive meetings to regain the vote. Wished for Amendments were not recognized. Motion voted approved.
GC Item 6. Proposed that the Chair of the LSB, in setting up a committee, select a convener, who will act as chair pro tem. Within a few meetings, the committee will choose a chair who will then be voted on by the LSB at the next meeting. A question was asked about "vagueness" in the proposal, no amendments excepted. [sic] Motion voted approved.

First, it should be noted that neither the LSB nor the public were given advance notice that these special rules were to be considered. The "Final Agenda" for this meeting, still available on the KPFT website, lists only:

VI. Committee Reports

- Governance Deb Shafto
- Development T.C. Smythe
- Elections Melinda Iley Dohn
- Outreach Weisgal, Aguilar

So all proposals with the effect of nullifying whole segments of Roberts Rules of Order were neither announced in advance, as required by Roberts Rules, nor were they permitted to be amended during the "debate" process. These illicit rules were in some measure responsible for the problem that occurred in problem 2, listed above, which demonstrates their deleterious character. And so long as they stand, according to a parliamentarian I have consulted, they constitute a breach of the rights of the existing delegates on the LSB, since their fundamental right to amend motions was denied them, and it ties the hands of not only this LSB but all future LSBs in terms of being able to appoint special committees or limit the number of participants in a committee, without a suspension of the rules in each case. This denial of members rights to amend, together with the derisive "disallowance" of this members parliamentary inquiry about the vice-chairs authority to deny the assembly the right to amend, can be heard in part 4 of the audio archive of the 4-14 LSB meeting. [Not to be missed on this same archive are the statements of no fewer than two LSB members inveighing against the use of Roberts Rules, with no objection from the vice chair. This is a telling indicator of the prevailing atmosphere at KPFT LSB regarding the use of Roberts Rules.]

(Points of order subsequently (and unsuccessfully) raised by this LSB member to correct the abuses of problems 2 and 3 are attached to this email message.)

Problem 4 (Failure to allow for debate of a motion):

Further documentation: This event can be heard toward the end of Part 4 of the audio archive of the KPFT LSB meeting of 4-14-04.

Roberts Rules: RONR p. 374 lines 28-34: "It should be noted that, under legitimate parliamentary procedure, there is non such thing as "gaveling through" a measure . The right of members to debate or introduce secondary motions cannot be cut off by the chairs attempting to put a question to vote so quickly that no member can get the floor -- either when the first states the question or when he believes debate is ended."

Commentary: In the instance in question, not only did the vice chair not open the floor for debate, or close debate, she did not even clearly state the question, which did not include the mention of the individuals who were to be added to the special committee. The whole process was done in seconds, before many Board members were even aware of it, and on the basis of a "point of order" that was not a point of order at all, but a motion to add members to the committee, despite the fact that the chairs of the committee had already agreed to postpone the question to the following meeting. The practice of gaveling through a motion is a clear abuse of authority by the presiding officer, and the results of this rushed vote led to the problem described in #2 above.

Problem 5 (Closed listserv for LSB members):

Further documentation: The Open Meetings requirement of the Corporation for Public Broadcasting can be read here: <http://www.cpb.org/about/corp/certification/certreq2.html> There can be no question that deliberations in a closed listserv by a quorum of LSB members violates this requirement. Additionally, Roberts Rules (§1, p. 2, footnote) frowns on this practice, and requires that, if utilized, such

electronic means of communicating business must be specifically authorized by the bylaws and supported by special rules and standing rules, none of which exists.

Additional history: On March 26, I was made aware that the listserve KPFT_LSB@yahoo.com, to which I had been subscribed without my consent by its creator, LSB member Curt Schroell, contained a quorum of LSB members (virtually all of the LSB members, as well as I could tell). On March 27 I unsubscribed from this listserve, reminding the other members of the LSB on that listserv of the CPB requirements and the opinion of a parliamentarian that we were violating Roberts Rules by holding discussions there, outside of our public meetings,. and I encouraged them to do likewise. I have reason to believe that none of them did so, and attribute to these illegal,closed discussions the concerted opposition to correcting the above-mentioned problems in our parliamentary history.

Please note that all audio files of KPFT LSB meetings are located on the KPFTX website at this URL: <http://www.kpftx.org/archive.htm>

Please note that the official minutes of KPFT LSB meetings are archived on the KPFT website at this URL:

http://www.kpft.org/lab_meetingschedule.php

End of supplement.

Appendix item 6a - Ken Freeland (KPFT) report on code of conduct issue

Report on non-enforcement of the KPFT Code of Conduct

The following is submitted by Ken Freeland, member of the KPFT LSB, to the Pacifica National Board on 6-6-06:

The letter below was mailed to Duane Bradley as a certified letter and signed for by him personally on 2 April 2004. When I received no reply, I sent an email to Pacifica Foundation Executive Director Dan Coughlin. When I received no reply to that, I sent a certified letter containing a copy of the letter below and requesting Mr. Coughlins intervention, and it was signed for on 19 May 2004. I have not received a response to that letter. [Documentation of certified delivery is included with this report in bitmap format.]

It is my impression that there is a conspiracy among management personnel to refrain from enforcing the KPFT Code of Conduct. A copy of the Code of Conduct Violation Complaint, which I personally handed to Duane Bradley in early January, is also included in bitmap format. KPFTs public claim to be enforcing a Code of Conduct (it is published in Spanish and in English on KPFTs website) is effectively fraudulent under these circumstances..

3535 W. Holcombe #16

Houston, TX 77025

1 April 2004

Duane Bradley,

General Manager, KPFT

419 Lovett Blvd.

Houston, TX. 77006

Dear Duane:

Late in 2002 I preferred charges against Edwin Johnston for violations of the KPFT Code of Conduct. In accordance with policy, this allegation was eventually heard by a neutral who found in my favor, caused an admonishment to be issued a publicly displayed because of Johnstons defamatory remarks, and also ruled that any further violation would mean that the General Manager should suspend Johnston from all activity at KPFT for a period of ten days.

Shortly thereafter, at a KPFT iLAB meeting, Johnston used a public comment opportunity to repeat the identical defamatory remarks, causing considerable commotion. I reminded you of the ruling, and you agreed with me that he had repeated the offense. You told me that if I made a formal request, that you would follow through as required by the ruling and ban Mr. Johnston from station activities for ten days. I submitted the formal request, but nothing happened. When I inquired about this several weeks later, you indicated that you were no longer willing to adhere to the ruling. We had some discussion, including an impromptu phone conversation with Lisa, the supposed coordinator of this process, but in the end you refused to enforce the Code per the instructions of the neutral, arguing something to the effect that Edwin was now more or less subdued in your opinion, and you wanted to let sleeping dogs lie, and did not expect any more trouble from him. Later last year, Edwin Johnston, in anger at a challenge to his behavior on the Election Committee, called a number of people fascists, and gave me fascist salute. I filed a new Code of Conduct violation form a week or so later, and you assured me that you were the right person to give it to, and that you would be checking with Berkeley, and would get back to me on it. This was in early January, and it is now early April. You have not said anything to me in three months about my complaint.

At our last LSB meeting, one of our most productive volunteers, who was also called a fascist by Mr. Johnston, Massoud Nayeri, threatened to stop volunteering at KPFT is something is not done about this tolerance for verbal abuse in our midst. I submit that had you acted according to the ruling of the neutral in the first place, that this latter instance of defamation might not have occurred.

The Code of Conduct remains posted on KPFTs website, and remains in effect as our normative guideline to behavior at KPFT. The responsibility of the general manager is stated in the document, viz., and again, you affirmed this when I submitted the most recent charge against Mr. Johnston. It appears to me, however, that you are not carrying out this responsibility by any definition of the term, and it seems to me that because you are not, we continue to have these problems to deal with that the Code of Conduct was originally instituted to solve.

As I have waited a very long time for you to carry out your responsibility in this regard, I am now requesting only a written response to this letter, and I request that a copy of this letter be placed in the KPFTs public record. If there is anything that I have stated in this record that you disagree with (other than my surmisal as to how much better things might be at the station if you had carried out the ruling of the neutral), I will be very interested to hear it. I request that you respond in writing within three business days of your receipt of this certified letter, the date of your receipt of which will be known to me.

Thank you, and peace.

Ken Freeland

Member, KPFT LSB

Appendix item 7 - Deb Shafto (KPFT) Statement

The KPFT governance committee has been working on policy for the code of conduct complaints. The KPFT GM will be handing over Freeland complaint to the LSB for handling. Believes that the LSB governance committee will be handling code of conduct complaints now, pending approval by the full LSB. The establishment of this new procedure is why there has been a delay in the handling of the Freeland complaint and now it will be handled promptly. and it will be handled promptly.

Submitted by, Roger Manning, Secretary, Pacifica Board of Directors

Approved by the Board of Directors on October 1, 2004.