

2004-07-26 PNB Meeting Minutes

MINUTES OF THE PACIFICA FOUNDATION BOARD OF DIRECTORS

SPECIAL MEETING July 26, 2004

Directors present:

Dave Adelson, Teresa Allen, Henry Cooper, Marty Durlin, Ray Laforest,, Miguel Maldonado, Roger Manning, Kalonji T. Olusagun, Sarv Randhawa, Mark Roberts, Gerald Sanders, Vicki Santa, Wendy Schroell, Alice Shields, Carol Spooner, William Walker

Directors not present: Samuel Kiteka, Sonali Kolhatkar, Zarinah Shakir, Donna Jo Warren,

Also present: Executive Director Dan Coughlin (ED)

Meeting held via teleconference. Convened by Chair Mary Durlin, minutes taken by secretary Roger Manning. Webcast and archived at kpftx.org

8:14 pm Eastern time - Quorum present. Chair Durlin convenes meeting.

THE AGENDA:

1. Report back on election of FSRN negotiators and arrangements for them to participate in negotiations. (15 minutes)
2. Report from Governance Committee on recommended composition of Board/Staff Relations Committee -- and manner of rotation of PNB stations reps to that committee. Vote on recommended resolution from committee. (Spooner - 15 minutes)
3. Update on progress of Executive Review Committee. (Roberts - 15 minutes)
4. Report back from ED Dan Coughlin on his progress on airing of Haiti editorial. (5 minutes)
5. Discussion on situation at WBAI, and possible resolution regarding mediation or intervention. (30 minutes)
6. Executive session to discuss legal and personnel matters.

Chair goes over agenda, changing the order of the items without objection.

1. Report back on election of FSRN negotiators and arrangements for them to participate in negotiations.

Spooner reports committee election results: Vicki Santa, Gerald Sanders, Ambrose

Lane were elected. 15 ballots received. The Executive Director reports that negotiations have been on hold. Will now contact all parties and set up a conference call. Some discussion of what the specific role of the 3 directors in the FSRN negotiations. Spooner re-reads original motion which clarifies role of the involved directors which is, "to participate in and represent the board in negotiations with FSRN." as well as to consult and inform the full board.

4. Report back from ED Dan Coughlin on his progress on airing of Haiti editorial. ED reports that the editorial preparation is still in progress in consultation with the General Managers. Should air in next couple of days.

5. Discussion on situation at WBAI, and possible resolution regarding mediation or intervention.

Durlin has asked for a short and long term proposal from the prospective mediators and has been speaking with the WBAI GM.

ED - Has received email complaints regarding violence at the July 7th WBAI LSB meeting. Has spoken with WBAI GM and LSB chair. Has come up with an 8 point plan. [See appendix, item 1] Deepening racial polarization's, particularly in NYC, is a major issue.

Lengthy discussion.

Point of order by ED that discussion is moving into inappropriate areas [ie: issues appropriate for executive session]

Chair rules that ED point is correct.

Discussion continues.

Some Laforest comments regarding Manning and his open letter are protested by Manning and other directors. Manning wishes to enter letter into the record - not voted upon.

Chair refocuses discussion. Discussion of possible action to be taken by PNB at this meeting.

MOTION by Spooner that the PNB:

Authorizes mediation to occur at WBAI with a mediator that the GM and LSB Chair agree upon; will be emailed a copy of safety policy composed by the ED and WBAI GM at least 3 hours prior to the July 27, 2004 WBAI LSB meeting; and directs the ED be to be sure that the safety plan is implemented.

Discussion.

Question called by Schorell

Adelson - n

Allen - n

Cooper - n

Durlin -

Kiteka -

Kolhatkar -

Laforest - n

Lane - y

Maldonado -y

Manning -

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa -

Sanders - n

Schroell - y

Shakir -

Shields - n

Spooner - y

Walker - n

Warren -

Motion to end debate FAILS 7 yes, 7 no

More discussion.

MOTION to amend by Sanders to add as the first item of the motion that the PNB is unalterably opposed to any physical violence from any quarter for any reason any Pacifica meeting or event. Any party that commits violence shall be banned from Pacifica properties and any events until incident can be investigated.

Discussion.

MOTION to amend to the amendment by Walker to add "physical harassment" and to involve

the board staff relations committee - not seconded

More discussion.

MOTION by Spooner to amend to amendment by removing 2nd line of Sanders motion.

Vote on spooner ammendment

Adelson - y

Allen - n

Cooper - n

Durlin -

Kiteka -

Kolhatkar -

Laforest - y

Lane - n

Maldonado - y

Manning - y

Olusagun - n

Randhawa - n

Roberts - y

Rodriguez - n

Santa - y

Sanders - n

Schroell - n

Shakir -

Shields - y

Spooner - y

Walker - y

Warren -

PASSES 9yes, 8no

MOTION by Adelson to Amend Sanders motion That we arrange for the ED to have meetings videotaped

Point of order by Spooner that is not german to motion on table

Chair rules that the Adelson motion to amend is out of order.

Adelson appeals the decision of the chair

Vote to uphold the ruling of the chair:

Adelson - n

Allen - n

Cooper - y

Durlin - [y - to break tie]

Kiteka -

Kolhatkar -

Laforest - n

Lane - y

Maldonado - n

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez - y

Santa - n

Sanders - n

Schroell - n

Shakir -

Shields - n

Spooner - y

Walker -

Warren -

Ruling of chair upheld 9 yes, 8 no [chair votes to break tie]

Point of order by Manning that we Sanders motion to amend needs to be approved before voting on main motion

Sanders motion to amend approved without objection.

Spooner motion as amended:

MOTION by Spooner that the PNB:

Is unalterably opposed to any physical violence from any quarter for any reason any Pacifica meeting or event; authorizes mediation to occur at WBAI with a mediator that the GM and LSB Chair agree upon; will be emailed a copy of safety

policy composed by the ED and WBAI GM at least 3 hours prior to the July 27, 2004 WBAI LSB meeting; and directs the ED be to be sure that the safety plan is implemented.

Vote on Spooner motion as amended:

Adelson - y

Allen -

Cooper -

Durlin -

Kiteka -

Kolhatkar -

Laforest -

Lane - y

Maldonado -

Manning - y

Olusagun - y

Randhawa -

Roberts - y

Rodriguez - y

Santa - y

Sanders - y

Schroell - y

Shakir -

Shields - y

Spooner - y

Walker - y

Warren -

PASSES 12yes

MOTION by Roberts that the resolution shall be read by the LSB chair at the beginning of the LSB meeting

PASSES with objection

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

MOTION by Adelson that the ED will arrange for the July 27 WBAI LSB meeting

to be video taped and that the PNB will be provided with the video. That the PNB recommend any person that we deem to have committed violence or responsible for or incitement of violence A: if staff, will be suspended; B: if programmer, be removed from he air; C) if board members be removed from the board; D) other persons will be band from premises of station and meetings of the board

MOTION to amend by Schorell that the pnb consider any or all video tapes made of event

Vote on Schorell amendment

Adelson - y

Allen -

Cooper -

Durlin - n

Kiteka -

Kolhatkar -

Laforest - n

Lane - n

Maldonado - y

Manning -

Olusagun - y

Randhawa - n

Roberts - n

Rodriguez - n

Santa - n

Sanders - y

Schroell - y

Shakir -

Shields - y

Spooner - y

Walker -

Warren -

PASSES 8 yes, 7 no

MOTION to amend by Sanders to strike "incitement"

PASSES without objection

MOTION to amend by Spooner to strike all but first sentence

Vote on amendment

Adelson -

Allen - y

Cooper -

Durlin - y

Kiteka -

Kolhatkar -

Laforest - y

Lane - y

Maldonado - y

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez - y

Santa - y

Sanders - n

Schroell - n

Shakir -

Shields - y

Spooner - y

Walker -

Warren -

PASSES 13 yes, 2 no

Discussion.

Adelson Motion as amended restated:

MOTION by Adelson that the ED will arrange for the July 27 WBAI LSB meeting to be video taped and that the PNB will be provided with the video. In addition the PNB will review any video that anyone wishes to submit.

Vote on Adelson motion

Adelson - y

Allen - y

Cooper -

Durlin - n

Kiteka -

Kolhatkar -

Laforest - y

Lane - y

Maldonado - y

Manning - y

Olusagun - y

Randhawa - y

Roberts - n

Rodriguez - y

Santa - n

Sanders - y

Schroell - y

Shakir -

Shields - y

Spooner - y

Walker -

Warren -

PASSES 13yes, no 3

Chair Durlin resumes chairing of meeting from Vice Chair Henry Cooper

2. Report from Governance Committee on recommended composition of Board/Staff Relations Committee -- and manner of rotation of PNB stations reps to that committee. Vote on recommended resolution from committee.

Spooner - Reads recommendation:

Resolved that:

(1) that the Board/staff relations committee shall consist of the ED, CFO and the 5 station General managers, and 1 director from each station area plus an affiliate director if one wants to serve,

(2) that the director reps from the five station areas shall be chosen by the directors from each station area drawing names from a hat among the directors from that station area who are interested in serving on the committee;

(3) that the director reps from each station area shall rotate quarterly among those directors who want to serve on the committee, who shall be chosen by drawing names from a hat, as above,

(4) that there shall be no quarterly rotation of reps required from a station area if none of the 4 directors from that station area wants to make a change in the committee representation from that station area

MOTION by Schorell to adopt Governance Committee resolution.

MOTION to amend to 6 months instead

Vote on a amendment:

Adelson - n

Allen - y

Cooper - n

Durlin -

Kiteka -

Kolhatkar -

Laforest - n

Lane - y

Maldonado - y

Manning - n

Olusagun - y

Randhawa - y

Roberts - n

Rodriguez - y

Santa - n

Sanders - n

Schroell - n

Shakir -

Shields - n

Spooner - n

Walker -

Warren -

FAILS 6 yes, 10 no

Vote on main motion:

Adelson - y

Allen - y

Cooper - y

Durlin -

Kiteka -

Kolhatkar -

Laforest - y

Lane - y

Maldonado -

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez - y

Santa - y

Sanders - y

Schroell - y

Shakir -

Shields - y

Spooner - y

Walker - n

Warren -

PASSES 15 yes, 1 no

Chair takes recommendations on how to proceed in forming committee.

Spooner suggests that a director in each areas conducts hat draw. Durlin will be affiliate director and convener.

No objection

3. Update on progress of Executive Review Committee.

Roberts reports that the committee worked on coming up with a date to complete the ED evaluation. Came up with a list of parties to be interviewed. Discussed bringing in independent evaluator

Shields reads recommendation from Executive Review Committee:

Resolved: that the Executive Review Committee complete the evaluation of the ED by the October PNB meeting, using one of the three professional evaluators the Executive Review Committee has found, at an amount not exceeding \$10,000.

Discussion.

Vote on Executive Review committee motion:

Adelson - y

Allen - n

Cooper - y

Durlin -

Kiteka -

Kolhatkar -

Laforest - n

Lane -n

Maldonado -

Manning - y

Olusagun - y

Randhawa - n

Roberts -

Rodriguez -

Santa - y

Sanders - y

Schroell - y

Shakir -

Shields - y

Spooner - y

Walker - y

Warren -

PASSES 10 yes, 4 no

Point of order by Manning that upcoming scheduled monthly regular meetings may need to be held as special meetings due to requirement in bylaws concerning regular meetings and teleconferences. Several directors state that this isn't the case. The matter will be discussed at the next Coordinating committee meeting.

6. Executive session to discuss legal and personnel matters. Not held.

Meeting adjourned at 12:09 am eastern time

APPENDIX

1) To: PNB

From: Dan Coughlin, ED

Date: July 23, 2004

Re: Action Plan for Board-Staff Relations

Proposed Plan of Action:

1. PNB to immediately review and approve a Code of Conduct with Sanctions for Delegates and Directors as was the consensus at the April 28 PNB meet.
2. ED to reaffirm Code of Conduct for staff as per personnel policies. (I will be sending out an email to this effect.)
3. PNB to develop a policy that will address Delegate and Director conduct and behavioral issues, including complaint initiation and resolution mechanisms. Let us clarify who is accountable -- and at what level -- for PNB committee activities.
4. PNB to form and activate a Board-Staff Committee to review the totality of complaints presently before the PNB, including looking into the WBAI LSB situation, matters before the PNB regarding the KPFA LSB, as well as the April 19 Staff Concerns letter. The committee would make recommendations to the full PNB. Recognizing the accountabilities in this area, the Board committee should consist of Pacifica Foundation Officers, the Pacifica Foundation Treasurer, and two GMs to be selected. The Committee will put out a call for written statements from individuals who were involved in the alleged incidents/complaints, review both sides, and then render recommendations to the PNB for action. As a matter of urgency, this Ad Hoc Committee will review all outstanding complaints before the PNB regarding Director and Delegate conduct. It is essential for the PNB to respond promptly and timely to these complaints.
5. Formation of Local Board-Staff Committees on a pro-active basis to implement the policy decisions of the PNB and to work (without Robert's Rules of Order) to find mutual agreeable solutions to difficult issues.
6. Diversity Training on Racial and Cultural Issues for all LSBs, Board Directors, staff and volunteers.

7. All Committees of Inclusion to be formed and staffed immediately.

8. Follow up training from Houston retreat on Board and Staff Roles.

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

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