

**Pacifica National Board – Special Teleconference (Open Session)**  
Sunday, August 23, 2009

The Open Teleconference starts at 8 pm Eastern Time, 7 pm Central Time, 5 pm Pacific Time  
(This meeting will be followed immediately by a Closed Session.)

**AGENDA**

**I. Call to Order and Opening Business.**

- a. Roll Call / Establish Quorum. Establish time keeper- SCO. (2 Min.)

**Box Legend Attendance:** *X* Present; *Ab* Absent; *Exc* Excused Absence; *AL* Present-Arrived Late.

KPFA - Berk., Ca.:	KPFK – L.A., Ca.:	KPFT – Houston, Tx.:	WBAI - N.Y., N.Y.:
Sherry Gendelman	Grace Aaron	George Reiter	Nia Bediako
Bonnie Simmons	Shawn O’Brian	Sandra Rawline	Carolyn Birden
Andrea Turner	Leslie Radford	Wendy Schroell	Kathy Davis
Joseph Wanzala	Ricco Ross	Susan Young	James Ross

WPFW – Wash. D.C.:	AFFILIATES:	Staff & Counsel:
Jim Brown	David Beaton	LaVarn Williams, Interim CFO
Acie Byrd	Efia Nwangaza	Ricardo De Anda, Int. Gen. Counsel
Luzette King		Ahmad Anderson, iHR Director
Billy Ray Edwards		

- b. Agenda Approval (5 Min)
- c. Approval of Minutes (5 Min)

**II. Acknowledgements (5 Min.)**

**III. Report of interim Executive Director & Q & A (Joe chairs) (5 min.)**

**IV. Report of interim Chief Financial Officer (5 Min.)**

**V. Report of the National Election Supervisor (7 Min.)**

**VI. Committees and Working Groups Reports and Motions:**

**ACTIONS/REPORTS:**

- 1. Coordinating Comm Report & Logistics for Houston PNB Meeting (3 Min.)**

2. Finance Committee: Jamie Ross (10 Min.)
3. Personnel Committee
4. Affiliates Task Force
5. Archives Task Force
- 6. Audit Committee**
7. Programming Committee
8. Governance Committee: (25 Min.)

**Procedures for LSB Recall Elections (25 min)**

The recall petition is to be sent to the secretary of the LSB.

The secretary will forward it within 2 days to the General Manager, and notify the Chair of the PNB of the arrival of the petition.

The General Manager will have 10 working days from receipt of the petition to certify that the names on the petition are authentic and of sufficient number to satisfy the bylaw requirement of 2% of the membership of the class of the delegate. The GM will so notify the secretary of the LSB.

The record date for the recall election will be the date that the GM certifies the petition, and only members in good standing at that time are entitled to vote. The secretary, upon receipt of the certification will notify the Chair of the PNB that a recall election must be held, with the record date of the petition. The Chair will notify the delegates subject to recall of the record date.

The Chair of the PNB shall appoint an agent to supervise the conduction of the election or otherwise see that the election is conducted fairly. The ballots are to be distributed between 45 and 60 days from the record date. They are to be returned within 28 days of their mailing date.

The ballot will consist of the text of the recall petition, exactly as submitted, together with a statement from the delegate subject to recall of no more than 1000 words. Such a statement is required to be filed 21 days before the mailing date determined by the election supervisor. The ballot shall have as responses only yes or no that the delegate should be recalled.

Delegates subject to recall and petitioners shall have equal access to the mailing list for the eligible members.

All recall elections must be completed prior to 21 days before the date for sending out of ballots for a general election, if any delegate subject to recall is up for election in that general election.

The election shall be subject to the quorum rules for the class, and the recall will be designed to have failed if a quorum is not reached.

(This meeting should adjourn at 9:30 pm Eastern Time due to pressing legal, personnel and contract issues necessitating a longer closed session.)

**VII. Adjournment:**

**9:30 pm EST**

The following agenda items will need to be considered at future PNB meetings but are included here for your reference:

8. Governance (Continuation of Agenda Item VI.)

Motion (passed 6-1-1)

(5min)

LSB chairs will be responsible for getting the names and contact information of everyone on the PNB committees from their LSB to the Secretary of the PNB within two days of the conclusion of the January PNB meeting. The LSB chair will be responsible for reporting any subsequent changes to the makeup of the LSB delegation to a committee to the Secretary within two days of the change occurring. The Secretary will forward the information to the appropriate committee chair within two days of receiving it.

Motion forwarded to LSB's for Comment

(5 min)

“WHEREAS the Pacifica Foundation is a current Corporation for Public Broadcasting grantee, and WHEREAS the Communications Act of 1934, 47 U.S.C. 396, et seq., dictates requirements for Community Advisory Boards (CABs) for Public Broadcasting grantees (see [http://www.cpb.org/statins/certification/cpb\\_certification\\_req.pdf](http://www.cpb.org/statins/certification/cpb_certification_req.pdf)), IT IS HEREBY RESOLVED THAT Minutes, attendance records and the names of the members of the CAB shall be posted on each Pacifica station web site respectively; and a document establishing annual programming goals for the station be produced by station management and submitted to the CAB for review; and the CAB shall produce an annual report advising the governing body of the station – the Local Station Board (LSB) – whether the programming and other policies of such station are meeting the specialized educational and cultural needs of the communities served by the station, making appropriate recommendations to meet such needs; and the CAB of each station shall comprise a

minimum of 3 members. Each LSB will develop a form to be posted on the station web site so that community volunteers can nominate themselves or be nominated. No CAB member may serve more than two (2) consecutive two-year terms, or more than six years in total. Nominations of the CAB membership shall be made to the LSB by self-nomination, Outreach Committee, Committee of Inclusion of the LSB or any current member of the LSB. Those responsible for soliciting memberships shall consider soliciting a member representing organizations or stakeholders in the community that have an interest in Pacifica. Each new member shall be appointed by a majority of the LSB for a term of two years. The LSB shall strive to stagger CAB members to ensure continuity of action and leadership. Each CAB member is subject to a maximum of three consecutive terms, with a minimum spacing of 4 years between non-consecutive terms.”

Substitute Motion re Community Advisory Boards:-

“WHEREAS the Pacifica Foundation is a current Corporation for Public Broadcasting grantee, and WHEREAS the Communications Act of 1934, 47 U.S.C. 396, et seq., dictates requirements for Community Advisory Boards (“CAB”s) for Public Broadcasting grantees (see [http://www.cpb.org/statins/certification/cpb\\_certification\\_req.pdf](http://www.cpb.org/statins/certification/cpb_certification_req.pdf)),

BE IT RESOLVED THAT:

Minutes, attendance records and the names of the members of the CAB shall be posted on each Pacifica station web site;

The station management shall produce a document establishing programming goals and submitted it to the CAB for review;

The CAB shall produce an annual report, advising the governing body of the station – the Local Station Board (LSB) – on whether the programming and other policies of such station are meeting the specialized educational and cultural needs of the communities served by the station. The CAB shall also conduct a community needs assessment.

All compliance documentation submitted to the CPB shall be made available for inspection at each station and at the Pacifica national office.

The CAB of each station shall comprise minimum of 8 members.

Each LSB will develop a form to be posted on the station web site so that community volunteers can nominate themselves or be nominated.

Nominations of the CAB membership shall be made to the LSB by self-nomination, Outreach Committee, Committee of Inclusion of the LSB or any current member of the LSB. Each new member shall be appointed by a majority of the LSB for a term of two years. CAB members may serve no more than two (2) consecutive two-year terms.

Remedy for continued disregard of PNB directives by LSB(20 min)

The PNB, after hearing from the directors of a station that is refusing to implement PNB policy or directives, shall be entitled, by a majority vote of the remaining directors, to deny voting rights to the directors from that station until such time as the policy or directives are followed.

Motion (passed without objection)(5 min) Pacifica Board Chair and iED Grace Aaron is commended for her well planned and decisive intervention in the WBAI crisis. The PNB supports her efforts as iED to turn WBAI around and reinvent itself as a powerful mission driven station by and for the entire progressive left of the greater New York City area.

HAVE NOT MET:

9. Committee on Racism, Sexism and Other Forms of Discrimination

10. Strategic Planning Task Force

**XII. Public Comment (30 Min.)**

**XIII. Recovery Planning (Time Certain – Sat., July 25, 3:15 pm) (2 hours)**

XIV. Unfinished Business:

Motion by Ross (on behalf of KPFK LSB) to ensure the collaborative processes enshrined in National Programming Policy passed by the KPFK Local Station Board without objection: We urge the PNB to ensure compliance with the letter and spirit of the collaborative process between governance and management throughout the network ‘in the development of any new regular program or long-term series that is produced nationally;’ and further, which mandates that any such proposals “shall be brought to the PNB Programming Committee for review to assure that both network and local needs are met.”  
(5 Min.)

Motion by Radford (on behalf of KPFK LSB) to initiate discussion on re-structuring and the recruitment and training of volunteer programmers passed by the KPFK Local Station Board without objection 4/21/09: In

light of the current financial crisis and the Pacifica networks' identify as community radio, and to conform specifically with Article 5.0 (New Voices) of the National Program Policy adopted in 2006, the KPFK LSB submits the following motion to the PNB: In accordance with Article 5.0 of the National Program Policy, which calls on stations to train current a new volunteers in order to bring new voices to the air, every station shall initiate discussions regarding the role of paid producers and volunteer staff and initiate programs to recruit and train community volunteer programmers. (5 Min.)

Motion by Wanzala: Resolved that LSBs, GMs and PDs present the reports requested in the motion passed by the PNB on April 27, 2009 regarding the bylaws provision of collaborative programming decision making no later than August 30, 2009. (5 Min.)

**XV. Public Comment (30 Min.)**

XVI. New Business

Motion to rescind the motion seating Billy Ray Edwards as a WPFW representative on the Pacifica National Board, which passed July 12 in a 9-8 vote.

Sherry Gendelman (15 Min.)

I would like to request 50 minutes on the agenda for this and subsequent in-person meetings and the 25 minutes on the agenda of one meeting of the PNB per month for reports from five committees we never formally hear from: the Local Station Boards.

Until the financial crunch, the PNB brought all the LSB Chairs and station managers to the in-person meetings. Since we stopped that practice, we only hear from the LSBs through their directors when there is a crisis. At our LSB meetings, the directors routinely report back, and maybe that is happening at other stations. But there is no open and regular conduit for communication from the LSBs to the PNB. I think we should honor the work of the LSBs with time to receive and acknowledge their labor and ideas for Pacifica.

--Leslie Radford (15 Min.)

**\*\*The body may adjourn at any time without notice to a Closed Executive Session to discuss personnel, contract negotiations, etc., that may need to be kept confidential.\*\***