

PACIFICA FOUNDATION

Page 1 of 5

Pacifica National Board Teleconference Meeting
8:30 p.m. (ET), 7:30 p.m. (CT) and 5:30 p.m. (PT)
May 21, 2010

Open Session AGENDA

I. Call to Order and Opening Business. PNB Chair George Reiter.

- a. Roll Call / Establish Quorum. Recording Secretary Richard Uzzell.
Establish excused absences and timekeeper.
(3 Min.)

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived
Late.

KPFA - Berk., Ca.:	KPFK - L.A., Ca.:
KPFT - Houston, Tx.:	WBAI - N.Y., N.Y.:
Shahram Aghamir	Shawn O'Brien
Bill Crosier	Nia Bediako
Tracy Rosenberg	Leslie Radford
Alberto Luera	Kathy Davis
Andrea Turner	Summer Reese
George Reiter	Jennifer Jaeger
Joseph Wanzala	Ricco Ross
Richard Uzzell	Alex Steinberg

WPFW - Wash. D.C.:	AFFILIATES:	STAFF & COUNSEL:
Alonso Brown	Jim Bennett	Arlene
Engelhardt, ED		
Campbell Johnson	Efia Nwangaza	LaVarn
Williams, CFO		
Kimory Orendoff	Ricardo deAnda, Int. Gen. Counsel	
Marcel Reid		

- b. Agenda Approval.
c. Minutes Approval.
(3 min.)

II. Acknowledgements. (5 min.)

III. Executive Director's Report. (15 min)

IV. Chief Financial Officer's Report. (15 min)

V. Unfinished Business.

- a. Reiter Motion. That the ED is requested to put in place the means of moving quickly to broadcast simultaneously on all five stations and as many affiliates as are willing to carry them, events of national interest consistent with our mission, Additional resources as needed should be put into stations that require them to make this possible.
(10 min.)

- b. Governance Committee Motions Carried-Over From Meetings Earlier. (20 min.)

Governance Committee Motion. At the request of the Chair of the PNB, and upon presentation of specific policies or directives that the chair declares an LSB is refusing to follow and declaration by the Chair that

reasonable attempts to obtain compliance have failed, the PNB, after hearing from the directors of a station that is said to be 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. These voting rights shall be reinstated upon certification by the chair that the policies or directives are being followed, or by a vote of the PNB when presented with a request from the affected LSB to do so, stating that they are now in compliance. Such vote shall be taken as a first order of business in any meeting to which the request is made. [Passed without objection]

Three Substitute Motions and an amendment to Governance Motion.

Page 2 of 5

Pacifica National Board Teleconference Meeting, Open Session Agenda
May 21, 2010

1. Radford substitute motion. In the instance that an LSB does not undertake an action mandated by the PNB, the PNB may undertake the following progressive steps to resolution:

a. The PNB should form a committee to investigate the situation, and if the situation is found to be that the LSB is operating outside of the Mission and Bylaws of Pacifica, the PNB may issue a letter to the LSB requesting compliance, with a reasonable deadline, which may be the same as the deadline attached to the action, if desired.

b. If the LSB does not meet that deadline, the PNB may authorize that LSB's director delegation to mediate any impediments to reaching compliance, and the PNB may impose a deadline to complete the mediation if desired.

c. If the mediation is unsuccessful, the directors from the noncompliant LSB may be authorized to complete the PNB directive on behalf of their LSB to bring about compliance."

2. Young substitute motion. The Pacifica National Board may pass a resolution of non-recognition declaring a Local Station Board to not be a part of Pacifica Foundation's governance and its acts to be void, including the election of Directors that may occur at the time of this finding, and denying to that Local Station Board the use of Pacifica resources and access to Pacifica private information. A determination of non-recognition can only be made by: (A) 55% vote of all Directors; (B) a written finding that the seating of Delegates to that station board is not proper; and (C) following written notice of this finding to Local Station Board members whose seating is deemed in-valid by the Pacifica National Board and a fifteen-day opportunity to cure the improper seating. The non-recognition will be terminated upon the vote of 55% of Directors that the proper seating has been accomplished.

3. Wanzala amendment motion..

Upon receipt of a complaint or appeal by Local Station Board ("LSB") members and/or by directors representing the station in question, that an LSB is refusing to implement PNB policy or directives, and that reasonable efforts by the complainant LSB members to obtain compliance have failed, the PNB, after hearing from the LSB members and/or from the directors of the station in question shall make a determination as to whether the LSB's refusal to follow the PNB directive is justified.

If the PNB finds that the non-compliance is not justified, the PNB shall, pursuant to Roberts Rules give seven days notice to the LSB members who voted to support non-compliance notice of a vote by the PNB to suspend the LSB members for [a period to be determined by the PNB on cases by case basis?]. (see note below*)

The delegates will be reinstated upon certification by the PNB Chair that the policies or directives are being followed, or by a vote of the PNB when presented with a request from the affected LSB to do so, stating that they are now in compliance.

If during the period of suspension the delegates from the LSB in question do not pledge to reverse their vote and come into compliance, the PNB shall take a vote as to whether to implement Article Four, Section 9. (Removal of Delegates).

Upon the fair and reasonable determination, by a " vote of all the Directors of the Foundation, or a 2/3 vote of all the Delegates for the same radio station as the Delegate in question, at a meeting on said issue, after a review of the facts, that, in its sole discretion, said Delegate(s) has (have) exhibited conduct that is adverse to the best interests of the Foundation or the radio station.

If the vote is affirmative, the PNB shall give all the delegates thirty days notice of a vote to remove them. In the event of a removal proceeding pursuant to this Section 9(D) or 9(E), the

Page 3 of 5

Pacifica National Board Teleconference Meeting, Open Session Agenda
May 21, 2010

Delegate(s) must be afforded reasonable and appropriate due process according to the circumstances, including notice and an opportunity to be heard at the meeting. Such vote shall be taken as a first order of business in any meeting to which the request is made. A Delegate removed pursuant to this Section 9(D) or 9(E) shall not be eligible for re-election as a Delegate for a period of three (3) years.

[* "An organization or assembly has the ultimate right to make and enforce it's own rules, and to require that it's members refrain from conduct injurious to the organization or it purposes."
{ RRO p. 624/1.7} That is exactly what we are doing here.

Further, "Punishments that a society can impose generally fall under the headings of reprimand, fine (if authorized in the By-Laws), suspension or expulsion." {RRO p. 624/1. 20} Suspension requires a majority vote. Expulsion requires a 2/3rds vote. {RRO silver lined P.46}

Also, "any member found guilty of conduct described, for example, as tending to injure the good name of the organization, disturb its well being, or hamper it in its work" can face any of the punishments laid out above. {RRO p. 630 l. 2} Finally, 'in any society, behavior of this nature is a serious offense properly subject to disciplinary action, whether the By-Laws make mention of it or not.' {RRO p.630l.5}}

c. Crosier motion. That Pacifica management should provide monthly written reports to the PNB containing:
(10 Min.)

1. Income statements showing comparison of actuals to budget for all units (showing most recent month plus year-to-date figures)
2. Cash in bank for all units (this could be a balance sheet)
3. Central Services paid, and related transactions between NO and the other units
4. Report of recent fund drives at stations, including pledge total, actual cash taken in, number of days, and goal
5. Report on unpaid obligations to creditors

And that, Pacifica management should provide periodic (at least quarterly) cash flow forecasts based on realistic projections to the PNB.

Bediako motion to amend to add#6: Provide a listing of the most recent bank reconciliations reviewed for every bank account of the Foundation.

d. Johnson motion about Off Air Fundraising Strategy
(10 min)

Whereas, the WPFW LSB recognized the difficult financial circumstances facing the station and network;
 Whereas, in regard to these financial difficulties, WPFW's Finance Committee in July presented to the station management a detailed "WPFW FY2010 Budget 'Off Air' Revenue Strategy," based on the expressed fundraising concerns and interest of the Interim General Manager;
 Whereas, the proposed Revenue Strategy, estimated FY2010 revenues of more than \$70,000, with a negligible outlay for expenses; and,
 Whereas, this proposed Revenue Strategy requires the active participation of three to six volunteers for each of the months, March thru September 2010; and,
 Whereas, other stations may be able engage their LSBs to implement "off air" revenue strategies based on proven projects that have been previously successful in their stations or may be applicable in regard to successes experienced at other stations;
 Be it hereby RESOLVED, that the PNB supports the implementation of similar "off air" revenue strategy by all station LSBs in collaboration with their respective station managements and we hereby urge the station managements to actively engage in good faith with their respective LSBs,

Page 4 of 5

Pacifica National Board Teleconference Meeting, Open Session Agenda
May 21, 2010

the Executive Director, National Office and National Finance Committee to make recommendations on specific events that may be applicable at various stations in the network;

Be it hereby RESOLVED, that the PNB will use its best efforts to advocate for and encourage all LSBs to participate in implementing similar revenue strategies in collaboration with their respective station managements in a cost effective manner.

e. Radford motion to create a Pacifica Five-Year Governance Plan.
(10 min)

Resolved that, within two months of the ratification of this motion, each standing committee and task force shall provide for approval by the Pacifica National Board a five-year committee plan that advances the Pacifica Mission and provides security and progress for the Foundation, and that these plans together shall become the Pacifica Five-Year Governance Plan.

And that each committee shall include in their plan annual milestones, and shall report on the accomplishment of the milestones at each January in-person Pacifica National Board meeting.

And that each committee subsequent to the first shall provide for PNB approval revisions to the committee plan no later than the March PNB meeting, to be incorporated into the Pacifica Five-Year Governance Plan.

f. Davis motion that PNB committees not double up on meeting dates. Once a committee has been scheduled that date will be allowed to stand uncontested by additional committees." (5 min)

g. Bediako Motion to Rescind Motion on LSB Security adopted at April 6 Meeting. (10 min)

The Motion on LSB Security adopted at April 6 Meeting as Passed April 6, 2010.

1. Pacifica shall have a zero tolerance policy for violence or threats of violence at its LSB meetings.
2. The Chairs of each LSB are hereby specifically empowered, at their discretion, to remove from a duly called meeting of the LSB any person who engages in violence, or threats of violence, against another person during the meeting.
3. Members of an LSB who engage in violence, or threats of violence, against another person during a duly called meeting of the LSB shall be subject to immediate removal from the meeting at the discretion of the Chair, and shall also be subject to suspension from membership on the LSB by majority vote of the other LSB members present and voting at a subsequently called meeting of the LSB. Any member suspended by his LSB for violating this non-violence policy shall be denied access to any meetings of the LSB, and to facilities of the Foundation.
4. The Chairs of each LSB are hereby specifically empowered to remove from a duly called meeting of the LSB any member who has been suspended from membership on the LSB for engaging in violence, or threats of violence, against another person during a meeting of the LSB.
5. The Executive Director and respective station managers are hereby authorized to hire and appoint a Sergeant at Arms, at the request of a Chair of an LSB, to enforce the removal directives of the Chair, as set out herein.
6. The Executive Director shall distribute this Zero Tolerance on Violence policy to each and every member of an LSB.
7. The Chair of each LSB shall distribute copies of this Policy to LSB members as the first order of business at the LSB's next scheduled meeting.

Motion to Amend Motion on LSB Security adopted at April 6, 2010 PNB Meeting (Reiter)

Section 3 shall be amended to read: (10 min)

Members of an LSB who engage in violence, or threats of violence, against another person during a duly called meeting of the LSB shall be subject to immediate removal from the meeting at the discretion of the Chair, and shall also be subject to suspension from membership on the LSB by majority vote of the members of the Assembly of Delegates of the station present and voting at a subsequently called meeting of the Assembly of Delegates. Any member suspended by his Assembly of Delegates for violating this non-violence policy shall be denied access to any meetings of the LSB, and to facilities of the Foundation.

VII. New Business.

a. Uzzell motion to amend the Affiliate Structure motion passed April 24, 2010 (20 min)

b. Steinberg moved that (10 min)

Whereas a request was made by mail on May 3, 2010 to the iGM of WBAI by a Director of the Pacifica National Board to present a contact list of WBAI staff so that they may be contacted in relation to the work of a committee of the WBAI Local Station Board,

Whereas as of this date, May 14, 2010, the requested list still has not been provided, nor any explanation as to why it has not been provided,

Be it resolved that the Pacifica National Board directs the Executive Director to order WBAI management to produce the requested list immediately.

c. Radford Motion to rescind the staff registry motion.

VIII. Confirm Next Meeting.

IX. Meeting Adjournment. 10:00 PM ET