

PACIFICA FOUNDATION

**Pacifica National Board –Teleconference**

**January 14, 2010**

[The Open meeting begins 9:50PM ET]

**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.

<b>KPFA - Berk., Ca.:</b>	<b>KPFFK – L.A., Ca.:</b>	<b>KPFT – Houston, Tx.:</b>	<b>WBAI - N.Y., N.Y.:</b>
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			

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

**Ia. Approval of Agenda**

**Ib Approval of Minutes** (3min)

**Ic. Acknowledgements** (5 min)

**II. Chairs Report** (3 min)

**IIa CFO Report** (10 min)

**III Committee Reports**

**1. Finance Committee-WBAI**

**Budget, WPFW Budget, KPFFK Budget,** (45 min)

**2. Affiliates Task Force** (10 min)

**3. Coordinating Committee** (15 min)

**4. Elections Committee** (5 min)

**IV. Unfinished Business**

**a. Motion -Uzzell** (15 min)

Due to possible conflict of interest, any person who has been terminated from the Pacifica

Foundation employment for cause shall be prohibited from membership in the Pacifica

Foundation

**b. Motion to disqualify for membership and participation in Pacifica Governance-Davis (20 min)**

Be it resolved that any person or member of the Pacifica Foundation that acts with malice and/or violence and/or levies threats; either verbal or physical against Pacifica staff or members of the LSB or PNB should be disqualified from membership and participation in Pacifica governance. Further, any person or member of the Pacifica Foundation that acts to limit or undermine the fund raising and or function of the Pacifica foundation or its radio stations and broadcast licenses should be disqualified from membership and participation in Pacifica governance. And, that any person or member of the Pacifica Foundation that acts to undermine, counterbalance, destroy or limit the Pacifica Bylaws should be disqualified from membership and participation in Pacifica governance.

**b2: Steinberg:**

**(10 min)**

Whereas the WBAI LSB failed to elect any officers at its December meeting or conduct any of the business of the LSB as a result of disruptive activity by members of the audience and whereas the Pacifica Foundation cannot afford to pay expenses for meeting places and security for an LSB that is not carrying out its bylaws mandated responsibilities, the Pacifica National Board, in an effort to bring the WBAI LSB into compliance with its responsibilities, directs the WBAI LSB to conduct its meetings via telephone conference.

This directive applies to the first meeting of the WBAI LSB/delegates assembly in January. That meeting is directed to elect officers of the LSB and Directors for the Pacifica Foundation as its first order of business. This directive shall remain in place for subsequent meetings of the WBAI LSB until such time as a further review by the PNB establishes that significant progress has been made towards establishing an atmosphere of mutual respect and comity that will allow the WBAI LSB to resume in person meetings.

All secret ballots at telephone conference meetings of the WBAI LSB shall be conducted by email to a neutral third party who will tabulate the votes and announce the results. The Pacifica legal counsel or his representative is hereby designated to be a neutral third party responsible for counting secret ballots. WBAI LSB telephone conference meetings will be streamed on the Internet - unless they are part of an executive session - so that the public may listen and a special telephone number will be made available for the public to phone in public comments.

**c. Motion re KPFK programming procedures-Ross**

**(20 min)**

That the PNB in respect to KPFK's programming changes, "insist on compliance with the by-laws and, accordingly, that the iPD desist from all programming changes until a clearly defined and transparent process is developed that includes respectful treatment of programmers and responsiveness to the diverse needs of the listeners (demographic) and communities (geographic) served by the station; and further that the programming grid be returned to status quo ante until such time as this process is developed."

**d. Motion to acquire publicists-Ross**

**(10 min)**

The PNB authorizes acquiring 6 Unpaid Publicists w/in 30 days of the present date to work at each of the 5 stations and one head Publicist to coordinate at National Office. Passed unanimously at KPFK LSB.

**e. Motion to amend "Recalcitrant LSB" motion-Crosier-Ross**

**(30 min)**

At the request of the Chair of the PNB, and upon presentation of specific policies or adjectives 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, the PNB shall .... order the PNB directors from said LSB to investigate and mediate the situation. If the situation is found to be that the LSB is operating outside of the Mission and Bylaws of Pacifica and 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.

**f. Motions in regard to KPFA Finances-Turner**

#1- Pacifica Rent- Reduce KPFA's Central Service Assessment by one percentage point to 18.5% in exchange for KPFA housing the Pacifica National Office.

#2- Spread out repayment of the unpaid central services KPFA owes Pacifica National from fiscal year 2009-2010 over the next three years - for a savings of roughly 1.25 FTEs

#3- Suspend KPFA's payment to replenish the national Health Endowment fund-for the savings of roughly 0.5 FTEs

#4- Suspend all in-person meetings of the Pacifica National Board, and return 1/5 of the savings to each of the Pacifica stations for a savings of roughly 0.4 FTEs **(15 min)**

**g. Proposed Affiliates Task Force Structure –see addenda** **(10 min)**

**f. Motion on harassment of staff-Reiter** **(20 min)**

It is the policy of the PNB that no member of the PNB shall repeatedly criticize publicly, or demean publicly in any way, members of the staff. Any legitimate criticism of the work of staff members that a member feels needs to be acted on is to be forwarded to the ED or the PNB for resolution. Failure to abide by this policy will be interpreted as action against the interests of Pacifica, and will be subject to the disciplinary procedures provided for by the bylaws for such actions.

**V. New Business-** Campbell Johnson

**VII. Adjourn**

**(10:40)**

## **Proposed Pacifica Affiliates Task Force Structure\***

### **Introduction.**

The Affiliates Task Force focuses on understanding, communication and expansion of the Pacifica Affiliates Program. It shall be an advisory group to the Affiliates Coordinator, the two elected Affiliate Directors and to support Pacifica's Affiliates Program. The Task Force is unique because it includes Pacifica's clients (Affiliates) as well as Pacifica. This is due to the fact that the Affiliates are not only clients receiving services from Pacifica, but also partners in collaboration in the democratic media movement.

### **Mission.**

Consistent with the Pacifica Mission, the Task Force's mission is to facilitate communications between all parties within Pacifica and the Pacifica Affiliate Network; and to advance the practice and pursuit of sustaining and expanding grassroots community radio. The Task Force shall strive to increase the capacity of the Pacifica Affiliate Network through an exploration of mutual benefits: by working together, sharing programming, resources, information and economic stability.

### **Membership.**

Anyone from an Affiliate station or Pacifica's Network is welcome to participate in the Task Force, as long as they follow the four principles stated below:

- 1) Participants respect the responsibilities and authority of affiliates' General Managers in their contractual and financial relationships with Pacifica Foundation.
- 2) Participants respect the responsibilities and authority of Pacifica staff in their contractual and financial

relationships with Affiliate station.

3) Participants respect the responsibilities and authority of members of the Pacifica National Board.

4) Pacifica staff and board members (and affiliate general managers if they are involved) respect the right and responsibility of the Task Force to organize itself as it sees fit to be most effective and to make recommendations as an advisory body.?

### **Voting, Co-Meeting Facilitators and Monthly Meetings.**

When voting is involved only Task Force members who have attended three consecutive meetings (the meeting of the vote and two meetings immediately prior to the vote) shall be allowed to vote. The Task Force will elect Co-Meeting Facilitators (who shall be PNB Directors) and a Secretary (who shall be any member of the Task Force). In order to select permanent yearly Facilitators, there shall be a pro tem Facilitator for the first three meetings. The Task Force shall meet a minimum of once a month.

### **Policy Recommendations**

Most of the Task Force's work is collaboration, information-gathering, and communication. In order to secure institutional support for the network, there may, occasionally, be a need to make policy recommendations to the PNB and/or staff.

### **Task Force Reports.**

All Task Force reports and communications shall be first approved by the Task Force.

### **Operations and Subcommittee Structure**

The Task Force provides a forum for input and discussion about the needs of affiliates and Pacifica, and for developing the affiliates network. It provides a support system for this process. It also works on individual advisory projects. These are implemented by subcommittees, in coordination with the Affiliates Coordinator. Subcommittees currently being recommended include (but are not limited to) a Survey Subcommittee for gathering information about affiliates' needs and a subcommittee for financial development. These are being recommended in response to needs that have become evident during this past year.

\*Passed unanimously by the Affiliates Task Force 12-9-10.

### **Recommendations to the PNB Addressing a Pacifica Turnaround**

From Campbell Johnson, WPFW PNB Director

#### **Year End Analysis and Updates**

These recommendations were provided to the WPFW LSB as part of our PNB Directors' Report. We ask the PNB to accept these constructive recommendations in the spirit in which they are intended – to provide the vision and accountability needed to help Pacifica regain its financial stability, vitality and to achieve network growth.

These items build on our year's experience to offer specific recommendations that can be implemented by the PNB. We would have preferred that the PNB's work during the year might have been more comprehensive and governance focused in its orientation. As 2010 comes to a close, the Pacifica Foundation continues to be in financial and organizational peril.

This situation has persisted through and become aggravated over the past two years. Unfortunately, the PNB's work has not provided a significant improvement in Pacifica's fortunes during this time frame. The following recommendations will provide the vision and accountability needed so the PNB's Directors may better exercise their fiduciary responsibilities and enable Pacifica to launch a well conceived and executed financial and operational turnaround.

Recommendations:

The PNB is hereby adopts the following practices and procedures as Standing Rules to enable the PNB to provide more effective leadership and governance for the Pacifica Foundation.

1. (Financial Accountability) Establish a Standing Rule requiring monthly approval of Pacifica's financial reports. The consolidated, station, National Office and PRA financial reports need to include station budgets (and monthly performance and variances); cash flow statement; balance sheet; detailed analysis (including "aging") of accounts payable and accounts receivable. Also, the reports should include projections of significant events. Lastly, the reports should include progress reporting on implementation of recent recommendations from the Auditors' recent Management Letter. To effect an appropriate review, the PNB members must receive these written financial reports no less than 48 hours prior to its monthly meetings. Following periodic approvals as part of this Standing Rule, the Audit Committee will be charged with reviewing the presentations for sufficiency and accuracy. Effectively executing its fiduciary responsibilities requires the PNB to engage and clearly understand our financial position. Pacifica's Chief Financial Officer will be responsible for providing the monthly reports.

Reports will be reviewed and approved during the first day of the PNB's quarterly meetings. This schedule will permit the PNB to use the Foundation's financial status as a basis for making plans and taking actions during the remainder of the meeting. These procedures are comparable to those established by most successful nonprofit corporations. Recommendations to the PNB Addressing a Pacifica Turnaround

2. (Strategic Planning) The PNB needs a Standing Rule to ensure that it actively engages in the consistent development and implementation of comprehensive strategic planning for the Foundation. By the PNB's April meeting, the PNB must present and approve a strategic plan that will be reviewed and updated for the July, October and December meetings.

At the PNB December meeting, the PNB will provide an assessment of annual progress on implementing its strategic plan and make recommendations for the next PNB that will be seated in January.

The PNB Executive Committee/Officers will have primary implementation responsibility and will work with staff to undertake the needed work between quarterly meetings. The PNB Vice Chair may be assigned the leadership responsibility and volunteer facilitators may be employed as needed. Additional PNB members may participate in the work of this committee. These steps will be adopted as a Standing Rule. Later, the strategic planning process may become an amendment to the Bylaws.

3. (Committee Service) Each PNB Board candidate must provide his/her respective LSB, or associated affiliate organization/station, with a statement indicating his/her qualifications for, and reasons for serving on each PNB committee.

4. (Ethics Policy) The Bylaws contain provisions related to Conflicts of Interest (Article Thirteen). Similarly, Pacifica has produced an "Ethics Policy", which some persons are asked to sign. However, there is no proactive way that Pacifica can ascertain the existence of a conflict of interest or ethics policy violation. To ensure the ability to assurance our members that sound ethical policies are implemented, a Standing Rule will be adopted to require confidential annual disclosures. These procedures will be developed in collaboration with our General Counsel.

There have been instances of PNB members and Pacifica employees bringing law suits against the Foundation during the course of their active service and employment. On the PNB, plaintiff members appear to have participated in Board negotiations on their cases. While these circumstances may have

no ethical implications, we must recognize that many state governments, for profit and nonprofit organizations require confidential annual disclosures so that these entities are less vulnerable to unethical actions or the appearance thereof.

To ensure that the PNB and other persons associated with Pacifica can be confident about the effective implementation of fiduciary responsibilities, the PNB will establish confidential annual disclosure procedures so that all persons associated with Pacifica can avoid any appearance of a conflict of interests

**5. (Financial Expertise) To protect the interests of Pacifica and Network stations, financial expertise is needed in regard to the station's budgeting and other financial matters. Therefore, a Standing Rule is requested to direct that either the LSB Treasurer and/or the PNB Director identified to serve as the station's representative on the Pacifica**

Page 2 of 3

Recommendations to the PNB Addressing a Pacifica Turnaround

National Finance Committee must be chosen among those individuals having the strongest financial qualifications among the LSB Delegates.

6. (Pacifica Bylaws Certification) There is a Bylaws certification indicating the date of August 23, 2003. However, these Bylaws have been amended in July 2007 and September 2008. There is no statement of certification regarding these amendments. The certification by the Secretary in 2003 does not certify the amendments. A Standing Rule will be adopted to direct the Pacifica General Counsel to ensure that a certification of the amendments is provided as part of the Bylaws Certification.

And, the statement of Certification should include the Court Orders that are referenced as "Exhibit A" and "Exhibit B". The statement indicates that they are made a part of the Certification. If providing these exhibits along with the physical copies of the Bylaws is impractical, there should be an identification of where the documents may be easily accessed without charge.

Motion: Adopt the above six recommendations as Standing Rules to help Pacifica regain its financial stability, vitality and to achieve network growth. [Motion was not acted on by the PNB at its January 3<sup>rd</sup> conference call.]

Page 3 of 3