

Pacifica National Board—Teleconference (Open Session)

8:30 PM EDT, 7:30 PM CDT, 5:30 PM PDT (scheduled)

Originating in Various Locations

Thursday, June 9, 2011

Meeting Minutes

Audio Recording: <http://kpftx.org>

[AUDIO PART 1]

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:39 PM Pacific Daylight Time.

a. Roll Call / Establish Quorum

Nineteen members were present, constituting a quorum: Laura Prives (KPFA), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Andrea Turner (KPFA), Ken Aaron (KPFK), Lydia Brazon (KPFK), Summer Reese (KPFK, Chair), Teresa Allen (KPFT), Jessica Apolinar (KPFT), Wesley Bethune (KPFT), Bill Crosier (KPFT, Vice Chair), Nia Bediako (WBAI), Carolyn Birden (WBAI), Kathy Davis (WBAI), Alex Steinberg (WBAI), Campbell Johnson (WPFW), Marcel Reid (WPFW), Heather Gray (Affiliates), Efia Nwangaza (Affiliates, Secretary Pro-Tem).

Two members were absent: Rodrigo Argueta (KPFK), Rene Bryce-Laporte (WPFW).

One member was excused: Kimory Orendoff (WPFW).

Also present: Arlene Engelhardt (Pacifica Executive Director), LaVarn Williams (Pacifica CFO), Ricardo De Anda (Pacifica General Counsel), John P. Garry III (Recording Secretary)

b. Agenda Approval

Bediako noticed nominations and an election for permanent Secretary for the next meeting. Bediako also noticed a consideration of the hire policy for contracted services by the board.

Point of information from Aaron: A request for a Robert's Rules citation regarding prior notice of motions. The Chair committed to research this and Brazon committed to forwarding the relevant citation.

Johnson noticed the Governance Committee, the hiring of an accountant, and a disciplinary matter for the Chair to research for the next meeting.

Point of order from Steinberg: This is dilatory. Notice is not necessary for future motions.

Point of information from Bediako: Is the Recording Secretary on the call? The Chair said yes.

The Agenda was **approved** without objection.

c. Minutes Approval

Bediako noted that her corrections weren't added to two sets of minutes and will send them to the Chair.

After an objection and an abstention were heard, the minutes of April 7, 2011 were **approved** on a roll call vote: Yes--5, No--3, Abs—7.

Yes—Aaron, Allen, Apolinar, Bethune, Steinberg

No—Turner, Bediako, Johnson

Abstain—Prives, Siegel, Brazon, Crosier, Davis, Reid, Nwangaza

Present not voting--Reese

After an objection was heard the minutes of April 27, 2011 were **approved** on a roll call vote: Yes—5, No—4, Abs—7.

Yes—Allen, Reese, Apolinar, Crosier, Steinberg

No—Turner, Bediako, Bethune, Johnson

Abstain—Prives, Siegel, Aaron, Brazon, Davis, Reid, Nwangaza

Nominations for Secretary were opened by the Chair.

Point of order from Aaron: People are coming on later. **Point of order** from Davis: Can we take nominations now and leave nominations open until the end of the meeting? The Chair ruled that nominations shall remain open until the end of the meeting. Davis nominated Nwangaza. Reese nominated Gray. Both nominations were seconded.

Steinberg noticed his intention to rescind the motion approving the present Recording Secretary at the next meeting.

II. Acknowledgements

The Chair acknowledged and thanked Carolyn Birden for her efforts as Secretary.

Point of information from Allen: Is it true we have to submit the minutes from the last six months of last year for the FCC or CPB? The Chair said she would be clarifying that issue and stated that here may be some unfinished minutes in need of attention.

Bediako acknowledged the PNB directors who complemented her on having the courage to notify the board that the former Secretary had hired the services of a prior Secretary without the consent of the board.

Rosenberg acknowledged and personally thanked the KPFA program “Flashpoint” for their invaluable assistance--facilitating public participation--with an important telecom vote at the California Public Utilities Commission.

Davis acknowledged the listeners, the General Manager and the Interim Program Director of WBAI for a successful fund drive. Davis also thanked Tony Bates, Berthold Reimers, the listeners, and the producers for making the improving fulfillment rate possible.

Johnson acknowledged the contributions of staff and everyone involved in the FCC recertification process, which was submitted on June 1 and which is in good order. Johnson also thanked the WPFW family for exceeding its recent fund drive goal.

Steinberg acknowledged unsung heroes of the Pacifica Foundation, in particular the Financial Recovery Task Force.

III. Board Chair Report

The Chair expressed hope that despite differences of opinion on matters of policy, the board will be able to work constructively, be productive and professional, move through its agenda, vote on issues, improve Pacifica finances, and pursue the Pacifica mission, which is the production of good, relevant radio, not administrative matters.

IV. Management Reports

a. Executive Director Report.

Engelhardt reported on the recent NFCB conference, for which KPFA was a sponsoring station, and whose theme was “Community Engagement.” Engelhardt discussed the importance of boards to non-profit foundations and proper board-employee relations.

Engelhardt reported on Business Manager evaluations, which are moving forward with a developed form and process. All necessary meetings between the CFO, General Managers, and Business Managers should be held before the end of July. Engelhardt reported on her work with the FRAT committee and stated that she will be working with the six- and seven-month cash flows and spreadsheets.

Engelhardt reported that she will be in Los Angeles when Bernard Duncan begins as KPFA General Manager on the Tuesday, June 14, will be in New York City for property and other issues, and will be going to Washington DC to look at property under consideration.

Engelhardt reported on an overall successful fund drive. Three stations made or exceeded their goals: WBAI, KPFA, WPFW. Engelhardt expressed the need to change fund raising days, to

continue to look carefully at employee FTEs, contractor employees and improve the payroll situation. Questions from the board followed.

Responding to a question, Engelhardt could not report on the number of contract employees, but reported a reduced number of contract employees. Contract positions have been examined and some have been eliminated.

Later, Engelhardt reported that the WPFW license renewal had been submitted on time and that the change of ownership form (needed whenever the board changes) was filed with the FCC on time.

b. CFO Report

Williams reported that at the NFCB conference she made contacts regarding CPB funding; Pacifica is funded through 2013, then we will have to determine what we will be receiving for FY2012. Williams met with a representative of the Radio Research Consortium; the two Pacifica stations not currently receiving Arbitrons will start receiving them. Williams also discussed car donations, Business Manager training, and a fund raising program for the Board: \$50,000 in six weeks. Questions from the board followed.

[AUDIO PART 2]

Questions to the CFO continued.

Point of information from Allen: Do we need to redo any paperwork with the additional two members on the national board? Engelhardt answered no.

Point of information from Reese: What is the \$50,000-in-six-weeks project? Williams responded that it would be a project in which board members would be assigned to call or visit listener-donors to raise \$50,000 in six weeks.

V. Committee Reports

The Chair invited KPFA board members Siegel and Prives to join committees which lack director-members from KPFA. The Chair listed the six national committees that lacked director-members from KPFA: Audit, Affiliates Task Force, Archives Task Force, Elections, Programming, Technology.

Point of information from Campbell: Have the new members received a complete listing of committees? The Chair answered no and committed to forwarding minutes with that information to Siegel and Prives.

Point of information from Brazon: Referred to an earlier recorded statement by the Chair made at the Houston meeting on the matter of Siegel and Prives' committee membership. The Chair responded that she was not limiting anyone's committee participation.

Point of information from Aaron: Defined what a “point of information” is.

Point of information from Allen: If they know what committees they (Siegel and Prives) want to be on, they can so state? The Chair committed to facilitate communication between Siegel, Prives and the committees and to forward minutes of the Houston meeting with committee lists, which was acceptable to Siegel and Prives.

Point of order from Bediako: We should be adjourning to executive session (10:04 PM). The Chair responded that she had changed the Agenda and that 10:30 PM was the executive session scheduled start time.

Affiliates Task Force. No report was given.

Coordinating Committee

Motion from Coordinating Committee: “The Coordinating Committee recommends that the PNB have its next in-person meeting on Friday, August 26 through Monday, August 29 in Washington, D.C. *Passed 6 yes, 1 no*”

A substitute motion was offered by Brazon. The motion, which had been offered at a previous meeting, was not read. From the minutes of April 7, 2011:

“**Substitute motion** from Brazon (amended by Reid): Whereas, the Pacific Auditor's report states in part, "Although management has taken recent action to increase revenues and reduce expenses, as of the date of this report there is not a Board approved and implemented financial plan in place in order to restore adequate working capital within the current year. Accordingly, substantial doubt remains as to the ability of the Foundation to continue as a going concern as of the date of this report." and,

Whereas, the expenses for in person Pacifica National Board Meetings totaled \$100,333.82 in calendar year 2010; and,

Whereas, the board must weigh the gravity of Pacifica's fiscal challenges with that of the bylaws meeting schedule;

Therefore, it is resolved: That the Pacific National Board shall meet in person once more for its second in person Pacifica National Board Meeting for calendar year 2011, to be held Thursday, Friday, Saturday, Sunday, September 22, 23,24, 25 in Los Angeles, California. This would signify a total of two in-person Pacifica National Board Meetings and would be the final meeting for calendar year 2011.”

Point of information from Crosier: Under Robert’s Rules it is appropriate to discuss both motions.

Reid **moved to amend** Brazon’s substitute motion: Instead of Thursday, September 22, it would begin on Monday, September 26, adding a fourth day. No vote taken.

The Chair ruled that a substitute motion should not change the intent of a main motion entirely and cited Robert’s Rules in support of her ruling (RONR 10th Edition, p. 110-111). The Chair further ruled that Brazon could urge rejection of the main motion and that her alternative motion would be immediately recognized if the main motion failed.

Davis called the question.

Crosier’s main motion **failed** on a roll call vote: Yes—8, No—9, Abs—0.

Yes—Rosenberg, Aaron, Apolinar, Bethune, Crosier, Davis, Steinberg, Nwangaza
 No—Prives, Siegel, Turner, Brazon, Allen, Bediako, Johnson, Reid, Gray
 Present not voting--Reese

Johnson **moved to extend** five minutes. Steinberg and Rosenberg objected. Aaron called for adjournment. **Point of order** from Bediako: You need to rule on the substitute. **Point of order** from Steinberg: This is dilatory.

Johnson’s motion to extend **failed** on a roll call vote (2/3 required): Yes—11, No—6, Abs—1.

Yes—Prives, Siegel, Turner, Brazon, Allen, Apolinar, Bethune, Bediako, Johnson, Reid, Gray
 No—Rosenberg, Aaron, Crosier, Birden, Davis, Steinberg
 Abstain--Nwangaza.
 Present not voting--Reese

Discussion continued. The meeting **adjourned** at 7:44 PM PDT due to expired time.

The board then reconvened in executive session.

Respectfully submitted by Efia Nwangaza, PNB Secretary Pro-Tem
 John P. Garry III, PNB Recording Secretary
 (these minutes were approved on June 22, 2011)

Appendix A—Proposed Agenda

- I. **Call to Order and Opening Business.** PNB Chair Summer Reese will call meeting to order and Secretary Pro Tem will be selected. (5 Min.)
 - a. **Roll Call / Establish Quorum.** Secretary Pro Tem will call roll and establish a quorum. Excused absences will be determined and a timekeeper chosen. (5 Min.)

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

<u>KPFA - Berk, Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
– <u>Laura Prives</u>	– <u>Ken Aaron</u>	– <u>Teresa Allen</u>	– <u>Nia Bediako</u>
– <u>Tracy Rosenberg</u>	– <u>Rodrigo Argueta</u>	– <u>Jessica Apolinar</u>	– <u>Carolyn Birden</u>

— Dan Siegel	— Lydia Brazon	— Wesley Bethune	— Kathy Davis
— Andrea Turner	— Summer Reese	— Bill Crosier	— Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>	<u>STAFF & COUNSEL:</u>	
— Rene Bryce-Laporte	— Heather Gray	— Arlene Engelhardt, ED	
— Campbell Johnson	— Efia Nwangaza	— LaVarn Williams, CFO	
— Kimory Orendoff		— Ricardo deAnda, GC	
— Marcel Reid			

- b. **Agenda Approval** (5 Min.)
- c. **Minutes Approval.** Minutes from April 7 (revised); April 27 (5 Min.)
- II. **Acknowledgements** (5 Min.)
- III. **Board Chair Report.** To include any Executive Session Report Outs. (10 Min.)
- IV. **Management Reports**
 - a. **Executive Director Report** (10 Min.)
 - b. **CFO Report** (10 Min.)
- V. **Committee Reports**
 - Invitation to KPFA members Siegel and Prives to join committees which lack a Director from KPFA** (5 Min.)
 - Affiliates Committee** **Heather Gray, Chair** (2 Min.)
 - Coordinating Committee.** **Bill Crosier, Chair** (5 Min.)

MOTION: Date for next in-person PNB meeting

The Coordinating Committee recommends that the PNB have its next in-person meeting on Friday, August 26 through Monday, August 29 in Washington, D.C. *Passed 6 yes, 1 no*

- Finance Committee.** **Tracy Rosenberg, Chair** (2 Min.)
- Audit Committee.** **Summer Reese, Chair Pro Tem** (5 Min.)

MOTION: Financial Data

That National Office supply latest data, every month, one week prior to Audit Committee meeting.

MOTION: Monitoring of Deficiencies in Audit Letter

That Audit Committee monitor the progress of correction of deficiencies noted in auditors letter, limited to strengthening internal controls. *7 yes, 2 no, 1 abstain*

MOTION: Ongoing financial viability, analysis and monitoring of ratios and working capital

That Audit Committee shall monitor and analyze the working capital and ongoing financial viability of the Organization as highlighted in the auditors letter. *7 yes, 2 no, 1 abstain*

MOTION: Selection of Audit Firm

That Audit Committee seek and obtain bids/proposals from three audit firms and make a recommendation for the selection of an audit firm to perform the certified audit for fiscal year 2011. ***Passed without objection.***

Elections Committee	Carolyn Birden, Chair Pro Tem	(2 Min.)
Personnel Committee	Nia Bediako, Chair	(10 Min)

MOTION: PNB Personnel Committee Purpose

The PNB Personnel Committee shall create and distribute the performance evaluation forms and facilitate the subsequent evaluation processes of the Foundation’s Executive Director and Chief Financial Officer and make recommendations to the Board with regard to their job descriptions, employment contracts, compensation, retention and separation from employment. With the aim of increasing equity and uniformity among persons doing similar work throughout the Foundation, the Committee's responsibilities shall include, but are not limited to, the review of the General Manager and Interim General Manager hire processes as well as the PD and interim PD hire processes, the Pacifica Foundation Employment Manual, organizational charts, paid and unpaid staff issues and any policies and processes regarding other personnel matters. ***Approved without objection.***

MOTION: Pacifica Foundation Program Director Search Process

The following steps must be taken in sequence in order to conduct an approved search for a candidate to fill an open position. All references below to “National Office” specifically indicate the National H.R. worker, if one is in place, or if not, the E.D.

LSB creates Search Committee – the PNB recommends that it include a minimum of 7 and a maximum of 11 members. The Committee shall consist of LSB members, including paid and unpaid staff members.

Names, email addresses, and phone numbers of all committee members shall be sent to the National Office.

The Personnel Committee will provide a copy of the job description, candidate evaluation criteria, and confidentiality agreement (for non-LSB members) to the LSB Search Committee.

Search Committee shall arrange through the National Office for publication of an ad in venues reaching diverse communities per FCC and EEO guidelines and the ad shall be placed within 7 days of the request. Ad budget shall be set by the GM and LSB. In addition, an ad should be posted at the station’s premises, on its website and airwaves, and in its e-newsletter or other publications. Application period shall be 30-45 days, and applications shall be submitted to a central location in the National Office and then distributed to all Committee members via email.

Search Committee shall create a timeline for its work, including meetings, rankings, interviews, and reports at each LSB meeting. There shall be two sets of final interviews – one by any interested paid and unpaid staff (preferably during an evening or weekend to accommodate unpaid staff with day jobs), the other by the Committee, which LSB members who are not on the Committee may attend but in which they may not participate. The timeline shall include a meeting at which the Committee shall receive training from the National Office on laws and rules concerning the hiring process. To assure equal treatment of all candidates, each interview round shall be conducted by the same method (e.g., phone, in-person, etc.). All initial interviews shall be by telephone. All Committee meetings discussing the hiring process shall be noticed to the public, and held according to the open-meeting provisions of the Pacifica bylaws.

The Committee shall formulate a list of standard interview questions for all candidates.

The Committee shall decide on its pool (3-5) and rankings of recommended candidates using Single Transferable Voting, with Committee members strongly encouraged to write a brief explanation of

their votes.

The Committee shall write a final public report explaining the process it went through in its search and recommendations. It shall also submit a confidential appendix to the LSB containing the names and rankings of its recommended pool members (3-5), along with any explanations written by Committee members of their votes. In executive session, the LSB shall discuss and vote on whether to accept the candidate pool and rankings as presented by the Committee, or select candidates from the final round of interviews, as described in # 4 above.

Strategic Recovery Plan Task Force (FRAT) Ken Aaron, Chair (15 Min.)

MOTION: Deficiencies Correction Timetable

The Executive Director and the Chief Financial Officer shall work on correcting all deficiencies reported in the Feb 2011 Auditors Recommendations including evaluation of the business managers and software training at each station and update progress on the spreadsheet on the FRAT Yahoo Group. They shall update status of each deficiency by May 31st. Progress will be reported every two weeks thereafter. By July 30th it is expected that 70% of the deficiencies will have been remedied.

MOTION: Source of programming and funding, including syndicated Programs

That each (i)PD of each of the five units/sister stations be required to supply to the Chair of the Board of the Pacifica Foundation (PNB,) a list of every program aired on his/her station, giving the name of program, time/day program airs, and whether the program is produced on-site, produced off-site for that station, is produced at one of the five sister stations, is produced at an affiliate station, or is produced by an outside production company and syndicated to that station, as well as others. Additionally, it shall be listed whether the program is volunteer produced and hosted, in-house paid producer and/or host, outside produced and the station pays for it, outside produced and free to the station, and whether it is underwritten, and if so, by whom.

VI. Unfinished Business.

- a. Motion by Steinberg: Membership Termination Standing Rule.** (10 Min.)
(from May 25 Agenda)

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. When this type of proceeding is brought, all due process procedures called for, as noticed to all in the Pacifica Bylaws, in Robert's Rules of Order (Chapter 20) shall apply.

- b. Motion by Rosenberg: Publicists. *Passed unanimously at KPFA LSB.*** (10 Min.)
(from May 25 Agenda)

The PNB authorizes acquiring six (6) unpaid publicists within 30 days of the present date to work at each of the five (5) stations and one head Publicist to coordinate at National Office.

- c. Motion by Davis: Membership re: Malice.** (10 Min.)
(from May 25 Agenda)

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 who 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 who acts to undermine, counterbalance, destroy or limit the Pacifica Bylaws should be disqualified from membership and participation in Pacifica governance.

VII. New Business

From: Nwangaza:

MOTION: To rescind the motion passed May 12, 2011 regarding the Pacifica Affiliates Task Force.

MOTION: for a Pacifica Affiliates' - Pacifica Foundation Task Force

Introduction

The vision for the Affiliates' Program (The Program), at its inception, was that The Program would facilitate the development, production, broadcast, exchange and distribution of meaningful and influential progressive content, provided by both the sister and affiliate stations. The Program was expected to be a mutually supportive resource, serving its members as a communication hub and a teaching/learning community. It would be dedicated to improving both program content and delivery efficacy, with an ever increasing number of progressive programs. The programming would be responsive to Foundation and Affiliate listener needs and interests and give access to otherwise unavailable news, arts, and commentary for worldwide radio, internet, and other possible platforms.

Mission

To achieve this objective, the Affiliates' Task Force was created and charged with representing the Pacifica Affiliates and being a bridge to the Pacifica Foundation. Consistent with the Pacifica Foundation's mission and the Task Force's charge. The Task Force shall strive to build and maintain an authentic Pacifica-Affiliate partnership by maximizing Affiliate membership, input, and participation.

Membership

Any member of an Affiliate or Pacifica station is welcome to participate in the Pacifica-Affiliates' Task Force.

Voting, Co-Meeting Facilitators and Monthly Meetings

Where voting occurs, only duly designated station representatives of an Affiliate or Pacifica station, who has attended three consecutive meetings (the meeting of the vote and two meetings immediately prior to the vote) shall be allowed to vote.

Officers

The Task Force shall be convened by PNB assignment. It shall elect a pro tem Facilitator or Facilitators (at least one of whom shall be an Affiliate Director) for the first three meetings and a Secretary (who shall be any voting eligible member of the Task Force). The permanent yearly Facilitator(s) shall be elected at the third regular meeting.

Meetings: The Task Force shall meet a minimum of once a month and conduct such business as is consistent with its mission and in the manner prescribed the by-laws of the Pacifica Foundation.

From: Brazon

MOTION: Next In-Person Meeting

To have an in-person PNB meeting in September, 2011, in Washington, D.C.

X. Adjournment:**10:30 pm (ET)**