

I. Call to Order and Opening Business – PNB Chair (1 Min.)

a. Roll Call / Establish Quorum – PNB Secretary (4 Min.)

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

KPFA - Berkeley, CA: **KPFK – L.A., CA:** **KPFT – Houston, TX:** **WBAI - N.Y., NY:**
__ Laura Prives __ Ken Aaron __ Teresa Allen __ Nia Bediako
__ Tracy Rosenberg __ Lydia Brazon __ Wesley Bethune __ Carolyn Birden
__ Dan Siegel __ Ali Lexa __ Bill Crosier __ Kathy Davis
__ Andrea Turner __ Summer Reese __ George Reiter __ Alex Steinberg

WPFW – Washinton. DC: **AFFILIATES: STAFF & COUNSEL:**
__ Ivon Alcime __ Heather Gray __
__ Revalyn Gold __ Efia Nwangaza __ John Garry, Recording Secretary
__ Campbell Johnson __ Andy Gold, General Counsel
__ Marcel Reid

b. Determine excused absences – Chair

c. Designate Timekeeper (1 Min.)

Open Session Agenda Approval (5 Min.)

Minutes Approval - Approval of Open Session Minutes (5 Min.)
for Dec. 6, 2012

PNB Chair’s Report (5 Min.)

Interim Executive Director’s Report (15 Min.)

Chief Financial Officer’s Report (5 Min.)

Bylaws Amendments (30 Min.)

Confirm January teleconference meeting dates (10 min.)

Status update – January in-person PNB meeting (10 min.)

Committee & Task Force Reports

Finance Committee - Tracy Rosenberg, Chair

Motion 1 – Consolidated Budget (10 Min.)

Approve the FY2013 Pacifica Consolidated budget as presented by the NFC.

Governance Committee – George Reiter, Chair (15 Min.)

Motion 1 – Members Not in Good Standing as Delegate Candidates:

Whereas the Pacifica Foundation should be able to protect itself from individuals who may have a record of harmful or malicious behavior toward the Foundation or any of its members,

Be it resolved that:

The following categories of people are not members of the Pacifica Foundation in good standing as defined in Article 4, Section 2A of the Pacifica Bylaws: “Any Listener-Sponsor Member in good standing, except radio station management personnel or Foundation management personnel or staff members, may be nominated for the position of Listener-Sponsor Delegate”

1. Individuals whose actions have been declared by a court of law to be breaches of fiduciary duty, or breaches of the duty of loyalty or the duty of care.
2. Individuals who have been separated involuntarily from foundation employment for cause.
3. Individuals who have been banned from station premises due to threatening behavior or creating an unsafe environment for others

These restrictions on delegate service shall be publicized on the Pacifica web site. The Foundation shall make an effort annually to inform the membership of these restrictions through a combination of email, broadcasts and mailings.

If an individual not in good standing submits an application for delegate service, the General Manager of each station or their representative may review the application to determine if the individual applicant falls into any one of the categories that would deny them the ability to serve as a delegate. Any individual who is determined to be ineligible for delegate service per these restrictions shall be provided with full due process rights to be notified of the decision and to appeal it.

This policy does not apply retroactively to already seated delegates for the duration of current terms of service on local and national boards prior to the adoption of this policy, unless they commit a new act that brings them under the provisions of this section.

If a determination is made to deny an individual delegate service or remove an individual from delegate service, the individual in question must be notified 15 days prior. The reason should be included in the notice. Notice required under this section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown in the foundation’s records. Individuals whose denial of delegate service is pending have an opportunity to request a hearing. The right to request a hearing and procedure for requesting it shall be included in the notice.

If the General Manager or their representative re-affirms the decision to deny or remove from delegate service after an evidentiary hearing, the individual may appeal the decision to the Executive Director of the Pacifica Foundation. If an appeal is requested, the Executive Director may schedule an appeal by whatever method of communication seems reasonable, including a telephone or video conference as well as an in person hearing. If the Executive Director upholds the decision of the General Manager, that decision may be appealed to an arbitration panel provided the individual pursuing the appeal waives their right to pursue legal remedies in court. Pacifica is under no obligation to provide an arbitration panel for an appeal to a ruling of the Executive

Director if a waiver of legal remedies is not signed.

In the event an appeal for a pending denial of delegate service is successful, delegate service for said individual will be reinstated.

(Approved by committee with 9 yes and 6 no votes on Dec. 5, 2012)

Financial Reform Audit Taskforce (FRAT) - Ken Aaron, Chair (20 min.)

Motion 1 – Unbudgeted obligations (10 Min.)

Any employee found to be establishing, verbally or in writing, unbudgeted obligations for the Foundation, in excess of \$5000, without prior written approval of the National Office, shall be subject to disciplinary action including dismissal

Motion 2 – Unbudgeted obligations - Management (10 Min.)

Any employee in a managerial position, who becomes aware of an unapproved unbudgeted obligation in excess of \$5000, who does not notify the National Office in writing within a reasonable amount of time, shall be subject to disciplinary action.

Technology Committee

Motion 1: Technology Documentation Policy

(10 Min.)

The Pacifica National Board Technology Task Force recommends that the Pacifica National Board direct the Executive Director to add the following requirements to the job description of the General Manager and/or Operations manager of all business units (the stations, Pacifica Radio Archives, National Office):

The General Manager shall maintain accurate documentation of all technological implementations and equipment under his/her charge.

The first full report will be implemented provisionally by the end of 2012.

The General Manager is expected to assign staff as needed to complete these surveys but the General Manager remains responsible for the accuracy and timeliness of the reports. Members of the PNB Technical Committee/Task Force will make themselves available and find other volunteers to help with the task.

The details of required documentation will be provided by the National Office with recommendations from the Technology Task Force and may from time to time be updated as technology and operations change. This documentation will be updated on a timely basis as needed and the updates will be reported to the National Office Secretary and the Chief Technical Officer.

Development Task Force – Heather Gray, Chair (10 min.)

Motion 1: GoalBusters

The National Pacifica Foundation will authorize Goalbusters to implement Phase 1 of its "Proposal for Development Services". GoalBusters will begin Phase 1 in the Fall of 2012.

Programming Committee – George Reiter, Chair (25 Min.)

Motion 1: Arbitron (5 Min.)

Pacifica will not use the services of Arbitron until the December 31 deadline, set by the court to correct their sampling bias is met, *except for fund and grant raising and general reporting.*

(Passed by committee without objection.)

Motion 2 : Programming for non-English speakers (10 Min.)

The PNB rescinds the motion requiring five hours of Spanish language programming on all stations, and establishes a task force to investigate and recommend means of serving non English language speakers.

(Passed in committee 7-0.)

Motion 3: Program Councils (10 Min.)

The PNB directs the executive director to set up Program Councils as management committees, at each station.

The composition of the committee shall consist of 1/3 staff, selected by stv election, 1/3 members of the LSB, also selected by an stv election, and 1/3 listeners, approved jointly by the LSB and the Program Director by a procedure satisfactory to both. Terms shall be for the maximum of 2 years, or for an LSB member, the term on the LSB, whichever is less.

The Program Councils shall serve to provide a collaborative nexus between the board, the listeners, the staff and the management of the station for the purpose of implementing the programming policies of the LSB and PNB. Specifically, they shall have the power to review programs and vet new programs, including for compliance with the mission, and recommend changes to schedules. They shall also provide for adjudication of programming issues arising between programmers and management, where no other means of doing so exists. They will set their own agendas in these regards.

Program directors will serve as non voting ex-officio members of the Program Councils. The Programming Councils are charged with making recommendations to the Program Director. If the program director declines to act on such recommendations, he/she shall report his/her reasons and respond to dialogue on the issue from the Council. Such dialogue shall be made widely available to the listeners. If consensus cannot be reached on a course of action between the Program Director and a majority of the Council, the Council can appeal the decision to the GM with a vote of 2/3 of its members.

All meetings of the Program Council will be in public session, with the exception of those that are required to be in Executive Session by the Pacifica Bylaws. The Council shall determine by majority vote whether any given meeting must be held as an Executive session.

(Passed in committee 7-0.)

Elections Committee

(20 Min.)

Motion 1: revisions of election timeline:

Whereas the Pacifica Bylaws, as adopted in 2003 and revised in 2007, lay out a calendar for Local Station Board elections including specific dates or periods for establishing membership and candidacy, and for the mailing and return of ballots, and

Whereas the Bylaws limit the ability of the Pacifica National Board to affect the schedule, and in no way gives an Executive Director authority to change any of those dates or periods, or to do anything beyond appointing the National Election Supervisor (NES), approving the NES' choices of Local Election Supervisors, and facilitating the work of the NES,

Be it hereby resolved that the Committee reaffirms and recommends to the PNB that it re-assert to the Interim Executive Director that it is the national board that is in effect "the Foundation" and that she be accordingly

guided in all future actions.

(Motion Passed by committee 10-yes, 2-no, 2 abstain)

Motion 2: Procedures for processing complaints about alleged violations of Fair Campaign Provisions:

In order to ensure fair, timely and properly publicized decisions on complaints alleging violations of the Fair Campaign Provisions, the PNB Elections Committee recommends that the National Election Supervisor establish and publicize a process such as the following:

1. The LES or NES should acknowledge all complaints by email within 48 hours, whenever feasible.
2. If the LES or NES determines that the complaint warrants investigation, the LES or NES should as quickly as possible forward a copy of the complaint to the party alleged to have violated the FCP, with instructions on how and by when that person can file her/his response. If the complaint is being handled by the LES, both the complainant and the person complained against should be notified of their right to appeal any decision to the NES, and any procedure and deadline for doing so. If the complaint appears without merit, the subject shall be provided a copy and both subject and complainant shall be notified that no action will be taken.
3. If the LES or NES finds that a rule was broken, s/he should cite the rule and explain specifically in what way it was broken. Copies of the written ruling should be sent to both the complainant and the subject.
4. All decisions on complaints found to be valid should be rendered as quickly as reasonably possible, but no later than ten days after receipt
5. All decisions on complaints found to be valid should be posted on the Pacifica elections website (to provide guidance to candidates and staff at all stations) and the affected station's election

(Main Motion passed by committee 10-yes, 5-no)

Motion 3: Adequate Time for On-Air Candidate Forums

Whereas Article 4, Section 6 of the Pacifica bylaws states, in part: "All candidates for election as a Listener-Sponsor Delegate shall be given equal opportunity for equal air time, which air time shall include time for a statement by the candidate and a question and answer period with call-in listeners." and

Whereas, the PNB's 2009 LSB Election Policy set a standard for on-air LSB candidate forums to be one hour in length for each 5 candidates, and

Whereas, many LSB candidate forums before and since have followed a similar formula, and

Whereas, in at least one signal area (WBAI), the recently announced forums will require 10 candidates to share one hour, and

Whereas it is critical that all candidates have adequate time to explain their positions and that listener-members have adequate time to pose questions via phone and hear answers from all the candidates then on the air,

Resolved, that the PNB Elections Committee strongly urges the managers at the 5 stations to ensure that in all signal areas, on-air listener candidate debates allocate at least one hour for each five candidates. In addition, the

Committee recommends that archives of on-air forums be posted on each station's website in a visible location.

(Approved by the Elections Committee on Nov. 16, 2012, with 9 yes votes, 1 no vote)

Personnel Committee – Nia Bediako, Chair (10 Min.)

Motion 1: Pacifica Foundation General Manager Search Process (10 Min.)

(see attachment)

Audit Committee (10 Min.)

Motion 1 – Provide audit reports and management letters

that the Pacifica CFO be directed immediately via email by the Chair of the Audit Committee to provide the members of the Committee for their reference and consideration immediately with complete copies of both the Pacifica Audit Reports of the past five years and the confidential Management Letters that correspond to each of them.

(Passed by PNB Audit Committee on October 12, 2012)

Finance Committee - Tracy Rosenberg, Chair

Motion 2 – Monitoring of Public Events (20 Min.)

In order to promote transparency and improve monitoring of station activities the following protocol will be followed for all events conducted by stations whether done independently or in coordination with another entity:

1. A pre-event checklist shall be completed and presented to the LSB and National Management at least two weeks prior to the event and prior to any contractual commitment being made by the station. The checklist will include a description of the event, a budget, a list and description of the principals involved and intended ownership of any copyrighted material that may be produced.
2. A post-event checklist shall be completed and presented to the LSB Treasurer and Chair and National Management no later than 30 business days after the event ends. This checklist shall include a reconciliation of funds received or disbursed, all items sold, gifted or lost, and tickets sold or gifted.
3. Nothing in this protocol requires LSB or National Management approval for events. The LSB at the station and the National Management are expected to monitor event activity and exercise their authority to guarantee fiscal prudence.
4. This protocol applies to any events requiring an expenditure or obligation of \$2,500 or more, and/or requiring at least 40 hours or more of Paid Staff time, threshold amount and hours subject to adjustment by National Management. This protocol will also apply to a series of events scheduled over a period of time
5. The accuracy and timeliness of the checklists are the responsibility of the General Manager of the station who is also responsible for the ongoing success or failure of events held under the auspices of the station.
6. The attached checklists may be amended from time to time by the National Management.

(See appendix for the checklists)

(approved by committee with 6 yes and 1 no votes, Nov. 27, 2012)

Coordinating Committee - Bill Crosier, Chair (10 Min.)

Affiliates Task Force – Heather Gray and Campbell Johnson, co-chairs (5 Min.)

Archives Committee (5 Min.)

Racism and Sexism Committee – Andrea Turner, Convenor (5 Min.)

IX. Unfinished business

a. Motion by Davis: Quorum (15 Min.)

Resolved, that PNB committees be empowered to conduct a meeting in the absence of a quorum in order to further the committee's business, with the proviso that any motions other than agenda-setting or the setting the date of the next meeting be held to the next (quorum) meeting for a vote.

b. Motion by Crosier: Public Criticism of Staff (15 Min.)

It is the policy of the PNB that no member of the Pacifica National Board shall 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 Executive Director or to 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.

c. Motion by Steinberg: Membership Termination Standing Rule (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. 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.

d. From: Nwangaza: (15 Min.)

MOTION 1: To rescind the motion passed May 12, 2011 regarding the Pacifica Affiliates Task Force

e. From: Nwangaza:

MOTION 2: for a Pacifica Affiliates' – Pacifica Foundation Task Force (30 Min.)

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.

f. from: Brazon: (10 min.)

Whereas Director Tracy Rosenberg posted "KPFA: An Open Letter on E-mails" to Indybay.org news items site on Saturday, April 16, 2011 which included email communications between attorneys on pending Pacifica matters of litigation,

Therefore it is resolved that the Pacifica National Board of Directors censure Director Tracy Rosenberg.

g. from: Rosenberg: (10 min.)

Motion of censure against the 27 members of the KPFA LSB for demanding the disclosure of confidential legal information in an open session of the KPFA Local Station Board.

h. from Birden: (10 min.)

Whereas, the Bylaws state that "the term of a Director shall be one (1) year. A Director may serve no more than five consecutive one-year terms. A Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's fifth consecutive one-year term" (Article Five, Board of Directors of the Foundation, Section 2: Term), clearly defining the firm limit of "five consecutive one-year terms" for all Directors, and

Whereas, this term limit was not separately addressed in the motion that set up selection procedures for the Affiliate Directors, it is

Resolved, by the Pacifica Foundation Board of Directors, that this limit (five consecutive terms) required in the Pacifica Bylaws shall also apply to the number of consecutive terms permitted by Affiliate Directors.

i. from Aaron: (10 min.)

Whereas there is a potential for irresponsible abuse of the Director's privilege to seek counsel thereby incurring

financial obligations for the Foundation without regard to cost,

It is therefore resolved that any request from PNB Directors for special legal service of any kind shall include an estimate of the cost for such service and require approval of the PNB by majority vote. Such approval will specify a cost limit and time limit for the fulfillment of the request. This applies, but is not limited to advice, review, reports, evaluations and filings. This does not apply to normal work done in relation to ongoing legal actions or projects already approved by the PNB. Nothing in this resolution alters or affects Management's rights and duties to hire counsel as needed in accordance with the bylaws.

X. Development and Strategic Planning

Development Task Force – Heather Gray, Chair (60 Min.)

Strategic planning, development and publicity discussion

Improved Programming Grid discussion (45 Min.)

Whistle Blowers Presentation – Marcel Reid (15 Min.)

Adjourn

Appendix – Motion from the National Finance Committee:

"Monitoring of Public Events

In order to promote transparency and improve monitoring of station activities the following protocol will be followed for all events conducted by stations whether done independently or in coordination with another entity:

1. A pre-event checklist shall be completed and presented to the LSB and National Management at least two weeks prior to the event and prior to any contractual commitment being made by the station. The checklist will include a description of the event, a budget, a list and description of the principals involved and intended ownership of any copyrighted material that may be produced.
2. A post-event checklist shall be completed and presented to the LSB Treasurer and Chair and National Management no later than 30 business days after the event ends. This checklist shall include a reconciliation of funds received or disbursed, all items sold, gifted or lost, and tickets sold or gifted.
3. Nothing in this protocol requires LSB or National Management approval for events. The LSB at the station and the National Management are expected to monitor event activity and exercise their authority to guarantee fiscal prudence.
4. This protocol applies to any events requiring an expenditure or obligation of \$2,500 or more, and/or requiring at least 40 hours or more of Paid Staff time, threshold amount and hours subject to adjustment by National Management. This protocol will also apply to a series of events scheduled over a period of time
5. The accuracy and timeliness of the checklists are the responsibility of the General Manager of the station who is also responsible for the ongoing success or failure of events held under the auspices of the station.
6. The attached checklists may be amended from time to time by the National Management.

Pre-Event Checklist

Please fill out the following items and attach sheets as necessary. This checklist must be presented to the LSB Treasurer and Chair and the National Management at least two weeks prior to the date of the event and prior to any contracts or commitments being made.

Title of the event:			
Main Talent:			
Nature of Event:			
Date(s) & Time(s):			
Venue(s):			
Person in charge of Event:			
Station person liaison / in			
charge			
Anticipated Total Net Income:			
Full cost exposure:			
Anticipated attendance:			
Backup if talent doesn't show:			
Please attach a full budget			
including all expenses, Paid			
Staff hours required,			

|insurance costs, and all items|
|sold, gifted or lost. |
|Please attach any contracts |
|regarding sharing of receipts |
|and/or expenses, commissions |
|or stipends, and ownership of |
|copyrighted material created. |

Who filled out this form?

Print: _____ **Sign:** _____ **Date:** _____

Post-Event Checklist

Please fill out the following items and attach sheets as necessary. This checklist must be presented to the LSB Treasurer and Chair and the National Management no later than 30 business days after the final date of the event.

|Title of the event: |
|Main Talent: |
|Nature of Event: |
|Date(s) & Time(s): |
|Venue(s): |
|Person in charge of Event: |
|Station person liaison / in |
|charge |
|Total Net Income: |
|Actual amount banked by today: |
|Any outstanding payables or |
|obligations: |
|Attendance |
|(total/talent/paid/comped) |
|Hours of copyrighted material |
|recorded with some or all |
|rights available to the |
|station: |
|Number of new member or renewal |
|signups. |
|Please attach a reconciliation |
|of all income and expenses, |
|Paid Staff hours required, |
|insurance costs, all items |
|sold, gifted or lost, in |
|comparison with the budget |
|including all expenses, |
|Please attach all signed |
|contracts regarding sharing of |
|receipts and/or expenses, |
|commissions or stipends, and |
|ownership of copyrighted |
|material created. |

Who filled out this form?

Print: _____ **Sign:** _____ **Date:** _____ "

(passed by NFC as amended 6 for, 1 against