

**Special Open Telephone Meeting**

**January 23, 2014**

At Various Locations

8:30 pm (ET), 7:30 pm (CT) and 5:30 pm (PT)

**AGENDA**

**I. Call to Order/Opening Business.** Board Vice Chair Heather Gray to preside. **8:30 pm (ET)**

**A. Roll Call / Establish Quorum.** Establish Time Keeper.

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

KPFA - Berkeley., CA.	KPFK – L.A., CA.:	KPFT – Houston, TX.:	WBAI - N.Y., N.Y.:
Brian Edwards-Tickert	Lydia Brazon	Teresa Allen	Carolyn Birden
Tracy Rosenberg	John Cromshow	Jessica Apolinar	Janet Coleman
Dan Siegel	Brenda Medina	Nancy Hentschel	Cerene Roberts
Margy Wilkinson	Summer Reese	Richard Uzzell	Manijeh Saba

WPFW – Wash. D.C.	AFFILIATES:	Staff & Counsel:
Benito Diaz	Heather Gray	
Luzette King	Janis Lane-Ewart	
Tony Norman		
Katea Stitt		

**B. Agenda Approval.**

**C. Minutes Approval.**

**II. Unfinished Business.**

**A. PNB Vote for Proposed Bylaws Amendments.** Amendment #6 and #7, Postponed on Jan. 20, 2014 for legal opinion; are to be considered. [12-19-13] Each (10 min.)

**B. Motion by Saba re: Establishing Bequest/ Donor Policy Work Group.** (10 min.)

*Whereas*, Pacifica having surpassed 60 years of existence, and

*Whereas*, it's long-time listeners and supporters are at an age where they could consider to bequest/donate part or all of their assets to Pacifica and/or its member stations,

*Be it resolved*, that PNB establishes a working group to draft a well-defined policy and procedure to identify and approach donors and ensure that all bequests are managed and earmarked in accordance with the wishes of donors and in compliance with the laws and mission of Pacifica Foundation. [Added9-26-13]

**C. Motion by Diaz re: Copy of GM Contract to LSB** (10 min.)

*Whereas*, the WPFW-LSB is currently in the process of preparing a performance evaluation of its GM;

*Whereas*, the WPFW-LSB considers, amongst several factors, the terms of employment of the particular

employee to be evaluated as a part of that evaluation process;

*Whereas*, the WPFW-LSB has not, throughout the current general manager's three year tenure, been able to secure a copy of his employment contract;

*Be It Resolved*, that the PNB directs the iED to provide the chair of the WPFW-LSB with a copy of such contract for use by the LSB's MASC (Management Assessment And Search Committee) particularly, and the LSB generally, by close of business on Thursday, 9/19/13. [Added 9-26-13]

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**II. Unfinished Business. (Continued)**

**C. Motion by Hentschel re: Task Force to Restructure Pacifica (10 min.)**

Hentschel moves that the PNB authorize and establish a Task Force to explore restructuring Pacifica in a manner that will strengthen Pacifica and offer real support and independence (responsibility) to each station. [Added 9-26-13]

**D. SCA (SIDEBAND) MOTION. From the WBAI LSB. (10 min.)**

*Be it hereby resolved*, that the WBAI Local Station Board recommends to the Pacifica National Board (PNB) that it approve a policy that ninety-nine percent (99%) of SCA\* rental fees due as of October 1, 2013 for use of any station's sidebands shall be credited, retroactively if necessary, to that station's current Central Services accounts and one percent (1%) to the National Office with copies of all existing contracts being submitted to the respective General Manager and Local Station Board (LSB), and to the PNB within 21 days of its passage of this motion, and

*That* an accounting of all SCA related income and expenses, since January 2009, including billing and payment of legal and collection fees, and maintenance and upgrade costs, and any other expense, be submitted to the respective General Manager and LSB, and to the PNB within 45 days of its passage of this motion, and further

*That* pending and future contracts are to be signed by both national and local management with adequate and reasonable submission to the respective LSB and to the PNB for advance review and feedback. [Added 10-24-13]

**E. Motion for GM Evaluation at WBAI.**

Birden moves that the PNB instruct the WBAI LSB to complete ASAP a GM Evaluation, as required by the Bylaws. [Added 11-25-13] (10 min.)

**III. Committee Reports.**

**A. Elections Committee.** (3 Motions)

Each (10 min.)

1. *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.

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**III. Committee Reports. A. Elections Committee.** (Continued)

2. The Elections Committee is requesting an update from the I.E.D. on the status of the reports by Local Election Supervisors on the conduct of the 2012 elections. We have only seen the reports by the WBAI and WPFW supervisors, which were forwarded to us by the National Election Supervisor. Have the remaining three been received? If not, were the final paychecks withheld from those LES's as specified in their contracts?

3. The EC requests a status update from the PNB regarding implementation by management of the motions sent to the PNB by the EC and passed by the PNB at its July 11 meeting (regarding directing the iED to have the GMs do mailings and clean up the membership lists, directing the iED to post the opening for the NES forthwith and mandating that the 2013 elections for LSB go forward in some form). The EC also requests a status update on research carried out by directors on e-voting providers, which the PNB set as due back by May 9. If further work is needed to implement the e-voting, such as drafting an RFP, the EC and its working group are available. *[Added 8-22-13]*

**B. Coordinating Committee.** (1 Motion)

Each (10 min.)

1. *Whereas*, the Pacifica National Board (PNB) and its committees and taskforces work primarily or exclusively via teleconference calls that each month last dozens of hours,

*Be it hereby resolved*, that the Chief Financial Officer shall have his staff compare the cost and services of various providers and include in the report that is to be provided to the PNB within 60 days, the comparative cost of using a toll number versus a toll-free number and whether parties using toll number and parties using toll-free number can be on the same call. *[Added 6-27-13]*

2. Motion that the PNB closely observe the 12:00 am (Mid-night) (ET) Limit to PNB Mtgs. *[8-22-13]*

**C. Governance Committee.** (5 Motions)

Each (10 min.)

1. The governance committee recommends to the PNB that the 2013 election go forward with no later than the 60 day delay allowed by the CA Corporations Code.

2. Move that the PNB shall request the iED to provide, as soon as possible, a detailed cost accounting of the 2012 Pacifica LSB-elections to the PNB, to the Governance and Elections committees, and to the five LSBs.

3. Move to establish the following Timeline for the 2013 Pacifica Delegates Election:  
Request that the PNB meet to approve and announce the 2 month postponement in open session immediately. [From: <http://kewg.org/bylaws/art4sec5.html>, with new dates]Article Four, Delegates, Section 5: Election Time Frame.

- In a Delegate election year, the nominations period for seats being vacated shall open on June 1 [September 1] and remain open for thirty (30) days, closing on June 30 [September 30]. The national and local election supervisors shall thereafter prepare the written ballots for each radio station, listing all of the candidates and setting forth all other information required by these Bylaws. Ballots shall be

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**III. Committee Reports. C. Governance Committee.** (Continued.)

mailed, or otherwise made available, to the Members on August 15 [November 15] (or the following day if August 15 [November 15] is a mail holiday). To be counted a ballot must be received on or before September 30 [December 30] (the "Election Close Date").

- All ballots shall be held sealed until the Election Close Date. If the required quorum of ballots is not received by the Elections Close Date, then the Elections Close Date shall be extended by up to four additional weeks until closed by the National Election Supervisor. The national and local elections supervisors shall have up to 15 days after the Election Close Date to count the ballots and to certify the results to the LSBs, the Board, and the Members, which results must be reported by October 15 [January 15, 2014] or, if the Election Close Date was extended, by 15 days after the extended Election Close Date, and shall be posted on the Foundation's and the radio stations' websites. If no quorum of ballots is obtained by the extended date, then those Delegates whose terms would have expired upon the election of new Delegates shall remain in office until the next

regularly scheduled Delegate election.

4. Move that the salaries of all Pacifica employees and all payments to consultants shall be disclosed to each LSB prior to the beginning of the budget process. The GM and/or the Treasurer of each LSB shall forward this information prior to May 1st. *[Added 8-22-13]*

5. Move that the Governance Committee wishes to inform the PNB that the motion it passed directing the IED to set up Program Councils at each station has not been acted on. *[Added 8-22-13]*

**D. Affiliate Task Force.**

Each (10 min.)

1. Motion that Ursula Ruedenberg be invited to the PNB to speak about the Affiliate Program and the impact due to the potential loss of Al Jazeera English and FSRN. *[Added 9-26-13]*

2. Motion for verification that the PNB's priority and intention is to fund FSRN and solidify the Pacifica Foundation's commitment to continue the FSRN program. *[Added 9-26-13]*

**E. Audit Committee.** The Audit committee recommends the retention of Arminino LLP for the 2013 Pacifica Audit and urges the PNB do this as soon as possible. Further the Audit committee wishes to remind the PNB that it is highly recommended to have a CFO in place for the audit. *[Added 12-19-13]*  
(10 min.)

**F. Finance Committee.**

1. Motion that the PNB direct that all station General Managers shall report to the NFC quarterly about the performance of their station's current Budget, and if the Budget becomes unbalanced into the 'red' that the general Manager shall propose immediate changes that will bring the Budget back into balance. *[Added 1-23-14]*  
(10 min.)

2. Motion that there be a notation on the Errors and Omissions insurance policy that if the insurance has lapsed for non-payment of premiums that the insurance company must notice the five Directors on the NFC about it. *[Added 1-23-14]*  
(10 min.)

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**IV. Motions Carried Over from 2012.**

**A. Elections Committee.**

1. Revision of Election Timeline.

(10

min.)

**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.

## 2. Procedures for Processing Complaints about Alleged Violations of Fair Campaign Provisions. (10 min.)

Move that in order to ensure fair, timely and properly publicized decisions on complaints alleging violations of the Fair Campaign Provisions; that the National Election Supervisor establishes and publicize the following process:

a. The LES or NES should acknowledge all complaints by email within 48 hours, whenever feasible.

b. 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.

c. 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.

d. All decisions on complaints found to be valid should be rendered as quickly as reasonably possible, however no later than ten days after receipt.

e. 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 stations elections.

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**IV. Motions Carried Over from 2012. A. Elections Committee. (Continued.)**

3. Adequate Time for On-Air Candidate Forums. (10 min.)

**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 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.

4. Term Limits and Election Results (10 min.)

**Whereas** the National Election Supervisor adopted a policy in the 2012 WPFW elections to award only a one-year Delegate seat to anyone whose term-limited tenure would preclude them from serving a full three-year term, regardless of whether their vote total would have otherwise led to them to obtain a three-year term, and

**Whereas** in the 2007 election, the National Election Supervisor ruled that any candidates who would be term-limited before the end of another three-year term could nonetheless run for said term, provided that they resigned when they reached their six-year mark, and any candidates in a disparate manner that awards one candidate a shorter term than another who won fewer votes,

**Resolved**, that the Pacifica National Board Elections Committee strongly urges the National Election Supervisor to change the policy for the 2012 WPFW elections so as to uphold the cornerstone standard that candidates are awarded three-year or shorter terms based solely on their relative ranking in the final vote count, and

**Further**, that the Committee recommends that the Pacifica National Board adopt a policy for future elections that in any Delegate election in which more than the customary half of seats in either the Listener Member or Staff Member category are vacant, three-year-terms shall be awarded to the highest vote-getters up to the number of seats usually available in that year's election, and one- or two-

year-terms dependent on the election year cycle to the next highest vote-getters for the remaining available seats. This shall include any candidate who would become term-limited during the upcoming one-, two- or

three-year term, although said person shall be required to resign as a Delegate as soon as they have completed six consecutive years of Delegate service.

- min.) 5. Counting of Blank Ballots. (10

Move that the Pacifica National Board adopt a policy that, in keeping with longstanding practice, in all elections held in Pacifica, blank ballots shall be counted toward quorum.

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#### **IV. Motions Carried Over from 2012. (Continued.)**

##### **B. Audit Committee.**

1. Provide Audit Reports and Management Letters. (10 min.)

Move 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 corresponds to each of them.

##### **C. Other Motions.**

1. Requesting Legal Counsel. Aaron Motion (currently sponsored by Rosenberg). (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; 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.



2. Notice to Rescind Motion on Members Not in Good Standing as Delegate Candidates.  
By Brazon. (Motion to be reconsidered listed below) (10 min.)

*Whereas* the Pacifica Foundation should be able to protect itself from individuals who have a documented 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 in good standing of the Pacifica Foundation as defined in Article 4, Section 2A and Article 3 Section 8A of the Pacifica Foundation Bylaws:

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

Any member of the foundation may identify another member whose actions have caused the loss of good standing by giving notice to the National Elections Supervisor. Any individual whose good standing is questioned per these restrictions shall be provided with full due process rights to be notified of the decision

and to appeal it. The initial determination shall be made by the National Election Supervisor overseeing the foundation's election process.

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**IV. Motions Carried Over from 2012. (Continued.)**

If a determination is made that a member is not in good standing, the individual in question must be notified 15 days prior to the determination taking effect. 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. The right to request a hearing and procedure for requesting it shall be included in the notice.

The Pacifica National Board will provide an evidentiary appeal hearing upon request being made before the determination takes effect. The current sitting board officers (defined in the Pacifica Foundation Bylaws as the board chair, vice-chair, secretary and the CFO) will appoint a 3-member panel to hear the

appeal. The board officers may schedule an appeal by whatever method of communication seems reasonable, including a telephone or video conference. If the panel upholds the initial determination, that decision may be appealed to an arbitrator provided the individual pursuing the appeal waives their right to pursue legal remedies in court. Pacifica is under no obligation to provide an arbitrator for a 2nd appeal if a waiver of legal remedies is not signed. In the event an appeal is successful, good standing status for said individual will be reinstated.

This policy does not apply prior to the adoption date of this policy, unless an individual commits a new act that brings them under the provisions.

**V. Adjournment.**  
**(ET)**

**10:30 pm**