

**PACIFICA FOUNDATION RADIO**  
**PACIFICA NATIONAL BOARD SPECIAL MEETING**  
**From Various Locations via Telephone Conference**  
**AGENDA - Open Session**  
**Thursday, January 29, 2015 - 8:30PM**

**I. Call to Order**

A. Identify Timekeeper

B. Roll call and establishment of quorum

Present:

KPFA: Brian Edwards-Tiekert, Jose Luis Fuentes-Roman, Janet Kobren, Margy Wilkinson

KPFK: Rodrigo Argueta , Lydia Brazon, Kim Kaufman, Brenda Medina

KPFT: Teresa Allen, Adriana Casenave, Robert Mark, George Reiter

WBAI: Carolyn Birden, Steve Brown, Janet Coleman, Cerene Roberts

WPFW: Jim Brown, Benito Diaz, Tony Norman, Pete Tucker

Affiliates: Janis Lane Ewart - KFAI, Roberto Rabin - WVQR

CFO: Raul Salvador

C. Excused absences

**II. Agenda Approval**

**III. Pro-temp Officers' Election** (10 min.)

**IV. 2015 Directors' Self-introductions** (60 min.)

**V. iED Report** (15 min.)

**VI. CFO Report** (15 min.)

**VII. Pacifica Finances**

Budget motions from Finance Committee & related motions (70 min.)

A. WPFW Budget (10 min.)

The National Finance Committee Recommends the WPFW budget to the Pacifica National Board for approval

B. 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]

C. Motion on salaries information in budget (Kobren)

(10 min.)

Move that prior to the PNB approving the FY2015 budget for any given unit (KPFA, KPFK, KPFT, WBAI, WPFW, PNO, PRA), the salaries of all employees in that unit and all payments to consultants in that unit shall be disclosed to the PNB.

D. Governance Committee Motion: 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]

(10 min.)

E. LSB review Budget motion

(Casenave)

(10 min.)

Whereas, Pacifica's units have allowed little to no reserves in their budgets, and, Whereas, closely tracking the quarterly status of each unit is particularly imperative at this time,

I Move that:

Per the Pacifica bylaws, Article Seven, Section 3, Item A. that LSBs *"review and approve that station's budget and make quarterly reports to the Foundation's Board*

*of Directors regarding the station's budget, actual income and expenditures",* the PNB directs the LSBs to make their quarterly budget, actual income and expenditures reports to the PNB quarterly, starting with the first quarter of FY2015, the period between October 1, 2014 through December 31, 2014, to be provided to the PNB no later than January 15, 2015, and for quarters in FY2015 and quarterly during all fiscal years thereafter where such quarterly reports are to be provided no later than two weeks after the end of each quarter.

In order for the LSBs to comply with their duties per the bylaws, the E.D./IED shall direct the General Manager (G.M./IGM) of each station to produce and send to their LSBs an electronic file of the budget draft at least 3 days in advance of the meeting during which the LSB is scheduled to approve the budget. The E.D./IED shall also direct the G.M.s/IGMs to send an electronic file of the station's LSB-approved budget to the NFC with a CC to the respective LSB within 3 days of approval as well as an electronic file of the station's NFC-approved budget to the station's LSB within 3 days of its approval. Failure to do so shall be a key consideration in the G.M.'s/IGM's performance review by the LSB and PNB. [Oct. 2014]

The NFC shall also review the PNO and its unit's budgets quarterly as well. The CFO shall send an electronic file of the PNO's and its unit's budget drafts to the NFC with a CC to the E.D./IED within 3 days prior to being presented to the NFC for approval and an electronic file of the PNO's and its unit's NFC-approved budgets to the PNB within 3 days of its approval. Failure to do so shall be a key consideration in the CFO's performance review by the PNB.

F. Hire freeze substitute motion (Brazon) (10 min.)

Whereas, the Hiring Freeze motion passed on Oct. 2, 2014 requires clarification and specificity as subsequently pointed out by several board members, I move that the following substitute motion serve to amend a motion previously adopted The PNB passed a hiring freeze motion on October 2, 2014 that was immediately implemented on October 3, 2014.

The hiring freeze shall remain in effect until further notice, and shall include the following provisions:

The hiring freeze shall not apply to positions where hiring processes began prior to October 3, 2014.

The hiring freeze is to apply to the five stations, the Pacifica National Office and its units and also to the retention of any independent contractors, temporary and occasional employees, or freelancers.

Any hire following the hiring freeze must be approved by either the PNB, or by the (i)ED and the CFO. In the event the (i)ED and the CFO do not agree, the matter shall be referred to the PNB.

This hiring freeze is to be communicated by the (i)ED and CFO to the (i)GMs, and other employees with hiring authority such as management and also to non-managerial staff.

In addition, the following measures apply:

All hires during the hiring freeze, including those where hiring processes began prior to October 3, 2014, shall be documented with justifications, costs, durations and approvals to be provided to the PNB.

Any such positions must have been included in the budget of the current fiscal year for the particular unit.

Any raise in salary or bonuses or equivalent remuneration, other than what is specified in union contracts, must be tied to, and supported by, a performance evaluation.

Any violation of this hiring freeze will be just cause for discipline, including termination. [Oct. 2014]

G. CFO hiring and supervisory authority (Kobren)

(10 min.)

**VIII.** Adjournment.