

## 2004-06-22 PNB Meeting Minutes

### MINUTES OF THE PACIFICA FOUNDATION BOARD OF DIRECTORS

SPECIAL MEETING June 22, 2004 [Recessed and reconvened 7-2-04]

#### Directors present:

Dave Adelson, Teresa Allen, Henry Cooper, Marty Durlin, Samuel Kiteka, Sonali Kolhatkar, Ray Laforest, Ambrose I. Lane Sr., Miguel Maldonado, Roger Manning, Kalonji T. Olusagun, Sarv Randhawa, Mark Roberts, Gerald Sanders, Wendy Schroell, Zarinah Shakir, Alice Shields, Carol Spooner, William Walker

Directors not present: Donna Jo Warren, Julie Rodriguez,

Also present: Executive Director Dan Coughlin (ED), Lonnie Hicks Chief Financial Officer(CFO)

Meeting convened by Chair Mary Durlin, minutes taken by secretary Roger Manning

Meeting held via teleconference. Webcast and archived at kpftx.org

8:11 Eastern time pm Quorum present. Chair Durlin convenes meeting.

#### AGENDA:

1. Call to order, introduction to agenda - 15 minutes
2. Approval of minutes of several recent meetings - 15 minutes
3. Discussion and Vote on resolution that the PNB make 12 policies concerning the conduct of Delegate Elections - 30 minutes
4. Determine response to WBAI manager regarding request for mediation assistance -15 minutes
5. Discussion and Vote on resolution affirming the rights of Treasurers to all information distributed to the Finance Committee - 15 minutes
6. Motion to reconsider Haiti resolution - 15 minutes
7. Update on FSRN negotiation by Executive Director - 15 minutes
8. Discussion and vote on recommendation from Governance Committee regarding board involvement in FSRN negotiation - 15 minutes
9. Discussion and vote on recommendation from Governance Committee regarding Board/Staff Relations group composition - 15 minutes
10. Adjourn

1. Call to order, introduction to agenda - 15 minutes

Chair Durlin convenes meeting and reviews agenda.

Point of Order by Manning agenda doesn't need to be approved as it was pre-determined as required as with a special meeting.

Adelson - requests that item 6 be moved to the end of the meeting. No objection to agenda as amended.

2. Approval of minutes of several recent meetings - 15 minutes

MOTION by Adelson to postpone to approve minutes of September PNB meeting

PASSES with no objection

3. Discussion and Vote on resolution that the PNB make 12 policies

concerning the conduct of Delegate Elections - 30 minutes

MOTION by Shields to adopt the policies that were presented by the ERC 12 at the PNB meeting in Houston

Point of order by Hicks (CFO) that it may be better to consider the items separately

Point of order by Spooner that a motion to do this would need to be made by a director.

MOTION to amend by Randhawa to separate the question on the items all 12 questions

Question called by Roberts on Randhawa motion - PASSES with no objection

Randhawa motion - PASSES with no objection

Discussion on how to proceed. Shields will read policy. 1 staff will comment, and then 2 pro and 2 con directors will speak per item.

Beginning line for the 12 Elections Committee Resolutions:

RESOLVED: That the Board of Directors adopts the following policies governing the conduct of Pacifica Delegate Elections:

Item 1: read by Shields.

1. That the National Elections Supervisor shall have full independent authority to supervise all aspects of the elections, and to direct national and station management and staff, as necessary, as well as the Local Elections Supervisors, to insure that fair elections are conducted in compliance with the requirements of the bylaws.

Discussion.

MOTION to amend by Walker to accept ED's recommendation for striking the words "national" , "station management" , "staff" , and "independent." Not seconded.

MOTION by Randhawa to amend item one to read:

1. That the National Elections Supervisor shall have full authority to supervise all aspects of the elections, and to work with national and station management , as necessary, as well as the Local Elections Supervisors, to insure that fair elections are conducted in compliance with the requirements of the bylaws.

Discussion.

MOTION to extend discussion by Walker. No objection. Discussion extended by one more pro and con on Randhawa amendment.

Vote on Randhawa amendment:

Adelson - n

Allen - n

Cooper - y

Durlin -

Kiteka - y

Kolhatkar - y

Laforest - y

Lane - y

Maldonado - n

Manning - n

Olusagun - n

Randhawa - y

Roberts - y

Rodriguez -

Santa - n

Sanders -

Schroell - n

Shakir - n

Shields - n

Spooner - n

Walker - y

Warren -

Randhawa amendment FAILS 8 yes,10 no

MOTION by Shields to strike "and staff" from item one.

Discussion.

ITEM 1 as amended:

1. That the National Elections Supervisor shall have full independent authority to supervise all aspects of the elections, and to direct national and station management, as necessary, as well as the Local Elections Supervisors, to insure that fair elections are conducted in compliance with the requirements of the bylaws.

Vote on Shields motion:

Adelson - y

Allen - y

Cooper - n

Durlin -

Kiteka -n

Kolhatkar - y

Laforest - n

Lane -n

Maldonado - y

Manning - y

Olusagun - n

Randhawa - n

Roberts - n

Rodriguez -

Santa - y

Sanders - y

Schroell -y

Shakir - n

Shields - y

Spooner - y

Walker - n

Warren -

Shields motion PASSES 10 yes, 9 no

Point of order by Adelson that in such a vote where the chair's vote would change the outcome, the chair needs to indicate whether or not they will vote. The chair does not vote.

Item 2 read by Shields:

2. That the National Elections Supervisor shall designate a secure independent audit procedure to verify member database accuracy in compliance with the bylaws, and shall supervise the updating of the subscribers and donors lists, as well as the paid and unpaid staff lists, at each station, to ensure that the membership rolls meet the requirements of the bylaws. The Local Elections Supervisors and local station management and staff shall work under the direction of the National Elections Supervisor to ensure that the membership lists are as accurate and current as possible.

Discussion

MOTION by Laforest to substitute "work under the direction " with "work with" as by ED suggestion.

MOTION to amend by Walker to substitute "National Elections Supervisor" with "Executive Director"

Point of order by Spooner that we need to move through the amendments one at a time.

Chair rules that the board will, as agreed in this meeting , vote on the original motion first, and if it fails to accept amendments.

MOTION to extend discussion by one more con. No objection.

Discussion continues.

Point of order by Spooner that discussion should be addressing the amendment.

Question called

Adelson -

Allen - y

Cooper - y

Durlin -

Kiteka -n

Kolhatkar - y

Laforest - n

Lane - n

Maldonado - y

Manning - y

Olusagun - n

Randhawa - n

Roberts - n

Rodriguez -

Santa - y

Sanders - y

Schroell - y

Shakir - n

Shields - y

Spooner - y

Walker - n

Warren -

MOTION to end discussion FAILS 11 yes, 8 no

Discussion.

MOTION by Roberts to add "in the event that the National Elections Supervisor, EC, and/or CFO have a significant conflict regarding cost or procedures, the matter will be immediately referred to the PNB"

SUBSTITUTE MOTION by Adelson that National Elections Supervisor will submit a budget for the independent audit process. Motion withdrawn.

Point of order by Spooner that Allen comment is not germane to the motion.

Question called:

Adelson - n

Allen - y

Cooper - y

Durlin -

Kiteka - y

Kolhatkar - y

Laforest - y

Lane - y

Maldonado - y

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa - n

Sanders - y

Schroell - n

Shakir - y

Shields - n

Spooner - y

Walker - n

Warren -

MOTION to end debate PASSES 14 yes, 5 no

Item 2 as amended:

2. That the National Elections Supervisor shall designate a secure independent audit procedure to verify member database accuracy in compliance with the bylaws, and shall supervise the updating of the subscribers and donors lists, as well as the paid and unpaid staff lists, at each station, to ensure that the membership rolls meet the requirements of the bylaws. The Local Elections Supervisors and local station management and staff shall work under the direction of the National Elections Supervisor to ensure that the membership lists are as accurate and current as possible. In the event that the National Elections Supervisor, EC, and/or CFO have a significant conflict regarding cost or procedures, the matter will be immediately referred to the PNB.

Vote on item 2 as amended:

Adelson - y

Allen - y

Cooper - y

Durlin -

Kiteka - y

Kolhatkar - y

Laforest -

Lane - y

Maldonado - y

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa - y

Sanders - y

Schroell - y

Shakir - y

Shields - y

Spooner - y

Walker - y

Warren -

Item 2 as amended PASSES 18 yes

Item 3 read by Shields:

3. That we request of each station that at least once a year in any year in which there is an election, no later than July 31st, the station include an official request for address correction in a regular mailing.

Discussion

Item 3 PASSES without objection

Item 4 read by Shields:

4. That the policy of the Pacifica Foundation is that any unpaid staff "bargaining unit" organization or union that is "recognized" by the station management must include all volunteer/unpaid staff who have worked at least 30 hours in the previous 3 months on the production of any radio program produced for the station.

In computing unpaid staff production time, 9 hours of preparation time per person shall be computed for each hour of airtime.

A paid-staff employee of the station shall be the volunteer supervisor who will create and be responsible for written assignments for each volunteer, giving the date, time and location of the work done, and including the signature of the supervisor attesting to the work completed. Where programs are produced by a collective or group of persons, the collective or group must submit a roster of persons working on each program to the station manager and the unpaid staff organization as well as the supervisor of volunteers; these records may be validated by the Elections Supervisor in determining eligibility to vote as a "listener member."

#### Discussion

Vote on original item 4:

Adelson - n

Allen - y

Cooper - n

Durlin -

Kiteka - n

Kolhatkar - n

Laforest - n

Lane - n

Maldonado - y

Manning - n

Olusagun - y

Randhawa - n

Roberts - n

Rodriguez -

Santa - n

Sanders - n

Schroell - n

Shakir - n

Shields - n

Spooner - n

Walker - n

Warren -

Item 4 FAILS 3 yes, 16 no

Point of order by Shields requesting permission to present an alternative version of item 4. Chair rules that she may present the motion after all of the items have been addressed.

Item 5 read by Shields:

5. That the National and Local Elections Supervisors' contracts shall include a requirement that written reports be submitted to the National Board of Directors by the National Elections Supervisor and each Local Elections Supervisor at the conclusion of the elections concerning the conduct of the elections, and that they ship the ballots to the Pacifica national office for safekeeping at the conclusion of the elections.

MOTION to amend by Randhawa to add that Executive Director will also receive the report.

Discussion.

Point of order by Spooner/Manning that amendments on the floor must be addressed in order.

Discussion

Point of order by Manning clarifying amendment procedure.

ITEM 5 as amended:

5. That the National and Local Elections Supervisors' contracts shall include a requirement that written reports be submitted to the National Board of Directors and Executive Director by the National Elections Supervisor and each Local Elections Supervisor at the conclusion of the elections concerning the conduct of the elections, and that they ship the ballots to the Pacifica national office for safekeeping at the conclusion of the elections.

Randhawa amendment PASSES without objection.

Item 5 as amended PASSES with objection.

ITEM 6 read by Shields:

6. That the election supervisors are directed to enforce the Fair Campaign Provisions in a timely manner, determining sanctions within a few days of infractions. In addition, when dealing with a serious infraction that the perpetrator knew, or should have known, was not allowed, it is better to err on the side of strictness, so as to discourage other would-be infringers. When dealing with minor or possibly inadvertent infractions, it is better to err on the side of leniency. When a complaint is filed, the Local Elections Supervisor should promptly notify the candidate, investigate the facts, render a decision, and notify all concerned in writing.

Discussion. Concerns over vagueness.

MOTION to amend by Olusagun to change 6 to read:

6. That the election supervisors are directed to enforce the Fair Campaign Provisions in a timely manner, determining sanctions within a few days of infractions. When a complaint is filed, the Local Elections Supervisor should promptly notify the candidate, investigate the facts, render a decision, and notify all concerned in writing.

Olusagun motion to amend PASSES with out objection

Vote on ITEM 6 as amended:

Adelson - y

Allen - y

Cooper - y

Durlin -

Kiteka - n

Kolhatkar -

Laforest - y

Lane - y

Maldonado - y

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa - y

Sanders - n

Schroell - y

Shakir - y

Shields - y

Spooner - y

Walker -

Warren -

ITEM 6 as amended PASSES 15 yes, 2 no

ITEM 7 read by Shields:

7. That the National Elections supervisor shall notify the board of directors

and the local board of the station concerned by confidential memorandum of any staff or management disciplinary decisions made, as well as any difficulties encountered concerning staff or management with regard to enforcement of the fair elections provisions.

MOTION to amend by Adelson to add "consistent with the remedies described in the bylaws" after "decisions made."

Discussion.

Vote on Adelson amendment to ITEM 7:

Adelson - y

Allen - y

Cooper - y

Durlin -

Kiteka - n

Kolhatkar - y

Laforest - y

Lane -

Maldonado - y

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa - y

Sanders - y

Schroell - y

Shakir - y

Shields - y

Spooner - y

Walker - n

Warren -

Adelson amendment PASSES 16 yes, 2 no

ITEM 7 as amended:

7. That the National Elections supervisor shall notify the board of directors

and the local board of the station concerned by confidential memorandum of any staff or management disciplinary decisions made, consistent with the remedies described in the bylaws, as well as any difficulties encountered concerning staff or management with regard to enforcement of the fair elections provisions.

Vote on ITEM 7 as amended:

Adelson -

Allen - y

Cooper - y

Durlin -

Kiteka - y

Kolhatkar - y

Laforest - y

Lane -

Maldonado - y

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa - y

Sanders - y

Schroell - y

Shakir - y

Shields - y

Spooner - y

Walker - n

Warren -

ITEM 7 as amended PASSES 16 yes, 1 no

ITEM 8 read by Shields:

8. That the ballots shall be mailed to the members with identifying PIN numbers printed on them, as required by the bylaws, and that a secure list showing the PIN number assigned to each member shall be kept by the National Elections Supervisor so that ballots reported lost or missing can be voided and replaced. To insure the secrecy of the ballot, ballots shall be returned in a double-blind system, within a sealed unmarked envelope further enclosed in a return envelope marked with an identifying PIN number; the list of members' PIN numbers shall be retained for a period of one year in a sealed container in the Archives and released

only to Pacifica's attorneys upon the direction of the Pacifica National Board, after which it shall be destroyed.

ED -

MOTION by Spooner to amend by striking " To insure the secrecy of the ballot, ballots shall be returned in a double-blind system, within a sealed unmarked envelope further enclosed in a return envelope marked with an identifying PIN number; "

Spooner motion to amend PASSES without objection

ITEM 8 as amended:

8. That the ballots shall be mailed to the members with identifying PIN numbers printed on them, as required by the bylaws, and that a secure list showing the PIN number assigned to each member shall be kept by the National Elections Supervisor so that ballots reported lost or missing can be voided and replaced. The list of members' PIN numbers shall be retained for a period of one year in a sealed container in the Archives and released only to Pacifica's attorneys upon the direction of the Pacifica National Board, after which it shall be destroyed.

ITEM 8 as amended PASSES without objection

Walker was away from the call and for the record objects to item 8 which was just passed.

ITEM 9 read by Shields:

9. That the mailing of the ballots shall be accompanied by a request for contributions, and any contributions received from this mailing shall be allocated by the stations to help offset the costs of the elections if not otherwise covered.

Discussion.

MOTION to amend by Olusagun to change to "shall" to "may"

Vote on Olusagun amendment:

Adelson -

Allen -

Cooper - y

Durlin -

Kiteka - y

Kolhatkar - y

Laforest - y

Lane - y

Maldonado - y

Manning -

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa -

Sanders -

Schroell - n

Shakir - y

Shields - n

Spooner - n

Walker - n

Warren -

Olusagun amendment PASSES 10 yes, 4 no

ITEM 9 as amended:

9. That the mailing of the ballots may be accompanied by a request for contributions, and any contributions received from this mailing shall be allocated by the stations to help offset the costs of the elections if not otherwise covered.

Vote on ITEM 9 as amended:

Adelson -

Allen - y

Cooper - y

Durlin -

Kiteka - y

Kolhatkar - n

Laforest - y

Lane - y

Maldonado - y

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa - n

Sanders - y

Schroell - y

Shakir - y

Shields - n

Spooner - y

Walker - n

Warren -

ITEM 9 as amended PASSES 14 yes, 4 no

ITEM 10 read by Shields:

10. That election booklets include voluntarily-provided information about the ethnic/racial/gender identity, sexual orientation and disability status of candidates.

Brief Discussion.

PASSES without objection

ITEM 11 read by Shields:

11. That the final ballot database of the last elections, and all future elections, be made available to the public for inspection and analysis.

Discussion.

PASSES without objection

ITEM 12 read by Shields:

12. That the Local and National Elections Supervisors shall develop policies, in consultation with the Executive Director and station managers, for approval by the National Board at the September Board meeting, setting forth detailed expectations of staff and management behavior with regard to the elections and setting forth disciplinary procedures that may be utilized by the elections supervisors to enforce the fair campaign provisions of the bylaws. This policy shall require staff and management to maintain a "hands-off" attitude towards the listener elections, including not mentioning the names of any candidates (or slates of candidates) except in a neutral manner as part of an election supervisor approved candidate program, and shall also prohibit any listener candidate from appearing or being mentioned on the air on any program at any station where s/he is a candidate following the close of nominations, except as part of an election supervisor approved candidate program.

Discussion.

VOTE on ITEM 12:

Adelson -  
Allen - y  
Cooper - y  
Durlin -  
Kiteka - y  
Kolhatkar -  
Laforest - n  
Lane - n  
Maldonado - y  
Manning - y  
Olusagun - y  
Randhawa - n  
Roberts - n  
Rodriguez -  
Santa -  
Sanders - y  
Schroell - y  
Shakir -  
Shields - y  
Spooner - y  
Walker - n  
Warren -

ITEM 12 PASSES 10 yes, 5 no

Point of personal privilege by Hicks: Elections policy is still missing clear-cut confirmation process, conflict of interest, budget, elected PNB member need have vetting process.

Point of order by Allen - how long will this meeting last?

Point of personal privilege by Coughlin asking board to table to remaining items as the meeting has run long and he has to leave the call.

Chair moves agenda.

MOTION by Shields to substitute for item 4:

4. RESOLUTION TO ESTABLISH NON-STAFF VOLUNTEER ELIGIBILITY FOR MEMBERSHIP:

Resolved: That for purposes of establishing non-staff volunteer membership eligibility for volunteers pursuant to Article Three, Section 1.A of the Pacifica Bylaws, such eligibility shall be held by anyone who has volunteered a minimum of three (3) hours of service to any Foundation radio station, which work shall be performed under the supervision of the Foundation radio station management, including volunteer work on committees of the Local Station Board.

That a paid-staff employee of the station shall be the volunteer supervisor who will create and be responsible for written assignments for each volunteer, giving the date, time and location of the work done, and including the signature of the supervisor attesting to the work completed. These records must be made available to the Elections Supervisor and may be validated by the Elections Supervisor in determining eligibility to vote as a "listener member."

Discussion.

MOTION to amend by Manning to strike from the first sentence in the 2nd paragraph "paid-staff employee of the station shall be the", "who", and "written"

MOTION to amend Manning amendment by Walker to change "supervisor" to "coordinator."

PASSES without objection

Manning MOTION to amend as amended PASSES without objection

MOTION to amend Manning amendment by Spooner for second paragraph to read:

"That a volunteer coordinator will keep records for each volunteer, giving the date, time and location of the work done, and including the signature of the coordinator attesting to the work completed. These records must be made available to the Elections Supervisor and may be validated by the Elections Supervisor in determining eligibility to vote as a "listener member".

Spooner motion PASSES with out objection

Manning amendment as amended by Spooner PASSES without objection

Shields motion as amended:

4. RESOLUTION TO ESTABLISH NON-STAFF VOLUNTEER ELIGIBILITY FOR MEMBERSHIP:

Resolved: That for purposes of establishing non-staff volunteer membership eligibility for volunteers pursuant to Article Three, Section 1.A of the Pacifica Bylaws, such eligibility shall be held by anyone who has volunteered a minimum of three (3) hours of service to any Foundation radio station, which work shall be performed under the supervision of the Foundation radio station management, including volunteer work on committees of the Local Station Board.

That a volunteer coordinator will keep records for each volunteer, giving the

date, time and location of the work done, and including the signature of the coordinator attesting to the work completed. These records must be made available to the Elections Supervisor and may be validated by the Elections Supervisor in determining eligibility to vote as a "listener member".

Vote on Shields motion:

Adelson -

Allen -

Cooper - y

Durlin -

Kiteka -

Kolhatkar - y

Laforest -

Lane - y

Maldonado - y

Manning - y

Olusagun - y

Randhawa -

Roberts - y

Rodriguez -

Santa -

Sanders - y

Schroell - y

Shakir - y

Shields - y

Spooner - y

Walker - n

Warren -

Shield motion PASSES 12 yes, 1 no

4. Determine response to WBAI manager regarding request for mediation assistance  
-15 minutes

Chair Durlin request she be able to come up with list of potential mediators in NYC to offer WBAI GM. the ED, and WBAI LSB board chair.

MOTION by Lane that Durlin, in consultation with the Executive Director, is authorized to research resources as requested by the WBAI GM for mediation assistance and supply the information to the WBAI GM and Executive Director

Discussion.

Vote on Lane motion:

Adelson - y

Allen -

Cooper - y

Durlin -

Kiteka - y

Kolhatkar -

Laforest -

Lane - y

Maldonado - n

Manning - y

Olusagun - y

Randhawa -

Roberts - y

Rodriguez -

Santa -

Sanders - y

Schroell - y

Shakir - y

Shields - y

Spooner - y

Walker - n

Warren -

Lane motion PASSES 12 yes, 2 no

Discussion.

5. Discussion and Vote on resolution affirming the rights of Treasurers to all information distributed to the Finance Committee - 15 minutes

Roberts presents a motion that the Finance Committee approved 9 yes, 1 no.

MOTION by Roberts that the Pacifica National Board affirms the right of the Treasurers of the LSBs, acting on behalf of the local Finance Committees, to have absolute access to all financial data, including, but not limited to, salaries, head-count, and source documents which support the budget line items.

When confidential information is involved, the information will be reviewed in executive session only by the Treasurers and the LSB members of the Committee.

Vote on Roberts motion:

Adelson - y

Allen -

Cooper - y

Durlin -

Kiteka - n

Kolhatkar -

Laforest -

Lane - y

Maldonado -

Manning - y

Olusagun - y

Randhawa -

Roberts - y

Rodriguez -

Santa -

Sanders - y

Schroell - y

Shakir - y

Shields - y

Spooner - y

Walker - y

Warren -

Roberts motion PASSES 12 yes, 1 no

MOTION to Recess by Spooner. Withdrawn.

Chair moves to item 8 on the agenda without objection.

8. Discussion and vote on recommendation from Governance Committee regarding board involvement in FSRN negotiation - 15 minutes

Motion from the Governance committee:

"1) That 3 directors will be elected by STV to participate in and represent the board in negotiations with FSRN. These three negotiators within two days after any negotiating session shall prepare summary reports in writing to the board."

2) That the Executive Director will send to the board by email or FAX no later than June 24th any written proposals he has received from FSRN and an outline of the options he sees for Pacifica and the outcome he would like to see in the negotiations with FSRN.

3) That the board will reconvene on July 1st, to consider and discuss the materials provided by the ED and to give guidance to the board representatives to the negotiations; those portions of the meeting concerning general board philosophy and policy overview concerning the FSRN negotiations will be publicly webcast; however, some portions of the meeting may be held in executive session for more detailed discussions if the board deems it advisable. In accordance with the provisions of the bylaws for closed meetings (Art. 6, Sec. 7).

4) That the final contract must be approved by majority vote of the board of directors to become effective."

MOTION to amend by Lane to replace "on July 1st" in part 3 with "at an appropriate time" and remove "and an outline of the options he sees for Pacifica and the outcome he would like to see in the negotiations with FSRN." from in part 2.

Vote on Lane amendment:

Adelson - y

Allen -

Cooper - y

Durlin -

Kiteka - y

Kolhatkar -

Laforest -

Lane - y

Maldonado -

Manning -

Olusagun - y

Randhawa -

Roberts - n

Rodriguez -

Santa -

Sanders - y

Schroell - n

Shakir -

Shields - n

Spooner - n

Walker -

Warren -

Lane amendment PASSES 6 yes, 4 no

Motion as amended:

"1) That 3 directors will be elected by STV to participate in and represent the board in negotiations with FSRN. These three negotiators within two days after any negotiating session shall prepare summary reports in writing to the board."

2) That the Executive Director will send to the board by email or FAX no later than June 24th any written proposals he has received from FSRN.

3) That the board will reconvene at an appropriate time, to consider and discuss the materials provided by the ED and to give guidance to the board representatives to the negotiations; those portions of the meeting concerning general board philosophy and policy overview concerning the FSRN negotiations will be publicly webcast; however, some portions of the meeting may be held in executive session for more detailed discussions if the board deems it advisable. In accordance with the provisions of the bylaws for closed meetings (Art. 6, Sec. 7).

4) That the final contract must be approved by majority vote of the board of directors to become effective."

Vote on main motion as amended:

Adelson - y

Allen -

Cooper - y

Durlin -

Kiteka - y

Kolhatkar -

Laforest -

Lane - y

Maldonado -

Manning - y

Olusagun - y

Randhawa -

Roberts - y

Rodriguez -

Santa -

Sanders - y

Schroell - y

Shakir -

Shields - y

Spooner - y

Walker -

Warren -

Motion on FSRN negotiation PASSES 11 yes

Nominations are opened for the 3 seats on the FSRN negotiating group:

Sanders, Adelson, Lane, Schorell are nominated.

Notice to absent board members with opportunity to nominate will be sent by the chair.

MOTION to recess until July 2 2004, 5pm Pacific time PASSES with out objection.

Meeting recesses at 1:03am eastern

Meeting reconvenes Friday, July 02, 2004 8:07 pm eastern time. Quorum present.

Directors present:

Dave Adelson, Teresa Allen, Henry Cooper, Marty Durlin, Samuel Kiteka, Sonali Kolhatkar, Ray Laforest, Ambrose I. Lane Sr., Miguel Maldonado, Roger Manning, Kalonji T. Olusagun, Sarv Randhawa, Mark Roberts, Gerald Sanders, Wendy Schroell, Zarinah Shakir, Alice Shields, Carol Spooner, William Walker

Directors not present: Donna Jo Warren

Meeting convened by Chair Mary Durlin, minutes taken by secretary Roger Manning

Meeting held via teleconference. Webcast and archived at kpftx.org

Point of order by Kiteka that proper notice was not given for this special meeting as instructed in the bylaws, Article 6, Section 4 .

Clarification discussion. Is determined that proper and reasonable effort was made.

MOTION by Adelson to move the agenda

Adelson - y

Allen - y

Cooper - y

Durlin -

Kiteka -n

Kolhatkar -

Laforest - n

Lane -n

Maldonado -y

Manning - y

Olusagun - n

Randhawa -y

Roberts - y

Rodriguez - n

Santa - y

Sanders - y

Schroell -y

Shakir - y

Shields - y

Spooner - y

Walker - n

Warren -

PASSES 13 yes, 6 no

6. Motion to reconsider Haiti resolution - 15 minutes

MOTION by Manning:

Resolved that:

Whereas: adoption of any resolution taking an editorial position on an issue by the Pacifica National Board constitutes a statement by the entire foundation, it's radio stations, and local boards and therefore is a serious matter ; and that the vote regarding the Haiti resolution at the June 6th, 2004 meeting failed to receive a majority of the directors present;

I move that the PNB recognize this lack of consensus and rescind the resolution on Haiti adopted on June 6th, 2004 at the meeting of the Pacifica National Board in Houston.

MOTION 2 [to be considered at the next PNB meeting]:

Resolved that:

Whereas adoption of any resolution taking an editorial position on an issue by the the Pacifica National Board constitutes a statement by the entire foundation, it's radio stations, and local boards and therefore is a serious matter, any such resolution shall require a 2/3 approval of all the directors.

Discussion

Manning calls for the orders of the day. Motion by Kiteka to extend discussion to the end of the current stack - passes without objection. Discussion continues. Lane and Kiteka drop off call in protest.

Vote on motion to rescind:

Adelson - n

Allen - y

Cooper - n

Durlin -

Kiteka - n

Kolhatkar - n

Laforest - n

Lane -

Maldonado - y

Manning - y

Olusagun - n

Randhawa - n

Roberts - n

Rodriguez - n

Santa - n

Sanders - n

Schroell - n

Shakir - n

Shields - y

Spooner - n

Walker - y

Warren -

FAILS yes 5 , no 14

MOTION by Spooner that the PNB request that the Executive Director follow through on the Haiti resolution by seeing that an editorial be aired on the 5 stations as directed in the resolution and to report to the PNB on it's airing.

Point of order by Manning that motion is out of order because the motion wasn't announced with the notice for this special meeting as is required. The chair rules the motion out of order

Spooner says the this motion is related to the motion to rescind and appeals the decision of the chair.

Vote to support the chair's ruling that the Spooner motion is out of order:

Adelson -

Allen - n

Cooper - y

Durlin -

Kiteka -

Kolhatkar - y

Laforest -

Lane -

Maldonado - y

Manning - y

Olusagun - n

Randhawa - y

Roberts - y

Rodriguez -

Santa - y

Sanders - n

Schroell - n

Shakir - y

Shields - n

Spooner - n

Walker - y

Warren -

PASSES 9 yes, 6 no

#### 7. Update on FSRN negotiation by Executive Director - 15 minutes

Chair reads 6-24-04 ED report on FSRN negotiations.

#### A Joint Statement from FSRN & Pacifica

FSRN and Pacifica spent the past weekend (June 19-20) looking at ways to better provide for the needs of the Pacifica community in these critical times. We've had a successful weekend and we made significant progress and have come to an understanding on some important and fundamental common issues. FSRN is continuing to work through their collective decision making processes and Pacifica management is working through the established governance structure as set up by the Pacifica Foundation. Out of the respect for the sensitive nature of the process, and to foster the full and frank discussion of the issues, all parties have agreed to keep the content of the discussions confidential until a formal understanding might be reached. We appreciate everybody's concern and thank-you for your continued support.

June 20, 2004

Berkeley, CA

#### 8. Discussion and vote on recommendation from Governance Committee regarding board involvement in FSRN negotiation [Done during 6-22-04 session]

Nominations for FSRN negotiating group continues.

Sanders, Adelson, Lane, Schroell were previously nominated on 6-22-04 conference call.

Santa, Roberts additionally nominated.

Candidates speak of their applicable experience and brief discussion.

Spooner reviews Single Transferable Voting method (STV) to be used.

Agreed that ballots will be sent to Spooner and vote will be counted in Berkeley in 7 days.

9. Discussion and vote on recommendation from Governance Committee regarding Board/Staff Relations group composition - 15 minutes

Recommendation from Governance committee:

Directors of the PNB select 2 directors, General Managers select 2 General Managers, and CFO and ED be members of the Board Staff Relations committee. If more than 2 General Managers or 2 Directors want to be members they shall be chosen by STV voting.

Discussion and clarification of proposal.

MOTION to amend by Schroell to there be 5 directors, one from each station on the Board/Staff Relations Committee.

Discussion.

MOTION to amend the amendment by Roberts that all 5 gms be included

Discussion.

MOTION to amend the amendment by Santa to add "and an affiliate director if one chooses to serve."

Santa, Roberts and Schroell motions to amend PASS without objection

MOTION to amend by Shields to amend the main motion as now amended that the 5 directors from the 5 station rotate through that station's 4 directors, one per quarter

MOTION to amend Shields amendment by Olusagun that the decision of rotation be determined that station's directors with the LSB chair

Discussion.

MOTION by Spooner to refer the issue of Board/Staff Relations group composition back to Governance Committee.

PASSES without objection

Chair will be setting another Special meeting in the next couple of weeks, possibly July 16.

Motion to adjourn by Roberts - PASSES without objection

Meeting adjourns 10:25pm eastern

Submitted by, Roger Manning, Secretary, Pacifica Board of Directors

Approved by the Board of Directors on October 1, 2004.