

2005-06-18 PNB Meeting Minutes

June 18, 2005 Open Session

Meeting was called to order at 9:20 a.m. 16 directors plus CFO Lonnie Hicks were present. Directors Williams, Walker, Saba, Laforest, Roberts, and Robinson joined the meeting later. Quorum was met.

Approval of minutes was tabled to the next meeting of the PNB by the chair. Minutes include: January 2005 recorded by Secretary Walker; April 2005 PNB by Secretary pro tem Mike Martin and Robinson; and teleconference minutes.

Committee Reports

The Governance Committee Report was presented by Director Adelson verbally and in writing. A copy of the report was submitted for the record and is included in the official file. Motion 1 was made and passed without objection.

The Coordinating Committee Report was presented by Director Rodriguez verbally and in writing. A copy of the report was submitted for the record and is included in the official file. Motion 2 was made and passed without objection.

The Secretary asked that all minutes be sent to her at secretary@pacifica.org.

The Programming Committee Report was presented by Director Robinson verbally and in writing. A copy of the report was submitted for the record and is included in the official file.

The Audit Committee Report was presented by Director D. Warren verbally and in writing. A copy of the report was submitted for the record and is included in the official file. Director Joe Montes was elected as the KPFT director to the audit committee. Director Lederer will submit the names of the two delegates from WBAI to the audit committee chair.

The Committee of Inclusion Report was presented by Director LaForest. Director LaForest will send an electronically submitted copy of the report to the secretary.

End of Committee Reports

Public Comment

Note to file: Per the Chair We've never included public comment in the minutes. If approved by the board, we can include as footnotes at end if comments are written or separate as information for the board only.

End of Public Comment

Resumption of Committee Reports:

The Finance Committee Report was presented by Chair pro-tem and Director Adelson verbally. A copy of the report is included in the board packet and therefore included in the official file.

The Election Committee Report was presented by its chair, Director Williams verbally and in writing. A copy of the report was submitted for the record and is included in the official file.

Director Lederer asked the secretary to read the statement sent to the PNB on June 16, 2005 at 10:19 p.m. for the Executive Search Committee Report. The statement was read as follows:

The PNB directs the Foundation Secretary to publicly circulate the text of the PNB's motions of 6/13/05 indicating that the PNB has accepted Dan Coughlin's resignation effective COB 6/15/05, that the Chair of the PNB has been assigned the authority resident with the ED until the PNB rules otherwise, and that the PNB will be interviewing candidates for interim Executive Director at this weekend's PNB meeting in Berkeley."

The Personnel Committee did not submit a report, and its chair, Director D. Warren announced her resignation as soon as another director could be elected to the committee.

End of Committee Reports

CFO Report

The CFO Report was presented by CFO Lonnie Hicks. The report is in the board packet and therefore submitted to the file.

Directors Questions and CFO Answers on the CFO Report.

1. From Director D. Warren, Who paid for the NY PNB and how much did it cost? Answer: Central services & WBAI paid; the amount was \$54K.
2. From Director Williams, recommended using grad students to do audit work.
3. From Director Adelson, When do we get the interdivisional report? Answer: 2 weeks.
4. From Director Heffley, comment on lack of fundraising at WBAI.
5. From Director Williams, How can directors help? Answer: Broaden fundraising.
6. Comments from directors on development.

7. Director Shakir suggested putting fundraising and development on the agenda.

8. Director Lederer suggested hiring a development director at National and at each station. Commented there s n o director at WBAI.

9. Director Durlin at KGNU raised massive amount of money through a capital campaign.

10. Director Pierce is there a strategic plan for fundraising?

GM Reports

KPFA

See GM report in board packet

Comments:

- Comcast topped providing cable service to KPFA customers in outlying areas
- One last payment on KPFA Bldg.
- 64% of revenue spent for salaries. 42 FTE s at KPFA
- \$500K short.

KPFK

See GM report in board packet

Comments:

GM will write a report on success of fund drive.

WPFW

See GM report in board packet

Comments:

- Met Fund Drive
- Adding permanent news director

KPFT

See GM report in board packet

WBAI

See GM report in board packet

Archives

See GM report in board packet

Affiliates

Comments:

- 81 stations +
- Pacifica Affiliates Website
- Pacificanetwork.org
- Affiliates contract ends September 30, 2005

FSRN

Report submitted during meeting and is included in the official file.

Director Rodriguez moved to create a negotiating team to address the FSRN/PRAC contract. (Motion 8).

Motion to adjourn. Meeting ended at 7:52 p.m.

Motion 1: Report from the Governance Committee.

Director Adelson moved that the PNB extend the deadline to July 15th for submission of the Governance committee preliminary report to the PNB by the five LSB ad-hoc bylaws committees.

No need for a second committee report.

Motion passed without objection.

Motion 2: Report from Coordinating Committee.

Director Rodriguez moved to add an addendum to the existing policy on contracts as follows: That during the transition period, the coordinating Committee be given authority to request PNB review prior to execution of particular major contract (e.g., amounts greater than \$10K) if it feels that review is desirable or necessary.

No need for a second committee report.

Motion passed without objection.

Motion 3 Regarding Coordinating Committee Report.

Director Lederer moved that Resolved, that the Coordinating Committee develop a recommended policy governing hiring and firing of employees in major positions by the Acting Executive Director.

Motion was seconded by Director Adelson.

The motion was tabled because time expired on the coordinating committee report.

Motion 4:

Director Rodriguez moved that the IED convene the administrative council to meet with the programming committee on major programming issues.

Seconded by Director M. Warren.

Motion passed without objection.

Motion 5:

Director LaForest moved that need motion by Ray.

Seconded by Director Adelson.

Motion passed without objection.

Motion 6:

Director Adelson moved that financial analysis be provided with passed motions.

No second necessary committee report.

CFO Lonnie Hicks commented that this motion already passed in Sept. 04.

Motion passed without objection.

Motion 7:

Director Williams moved that the current special elections review committee be designated as a committee, the elections committee of the PNB, effective immediately.

No second necessary committee report.

Amended by Director Williams to add no fiscal impact in the short term, positive reduction in election costs in the long term.

Reconstituted Motion reads the current special elections review committee be designated as a committee, the elections committee of the PNB, effective immediately with no fiscal impact in the short term, positive reduction in election costs in the long term.

Motion passed without objection.

Motion 8:

Director Walker moved that a report from each development director from each unit be submitted to the national board by August.

Further resolved that all development department heads be invited to the September quarterly meeting.

Further resolved that an ad-hoc committee be convened to explore reducing the costs of each quarterly meeting, including, but not limited to the videoconferencing, teleconferencing and other means.

- Seconded by Director Roberts
- Objected to by Director Schroell
- Amended by Director Randhawa
- The PNB directs the acting ED to produce a development report for each unit (7) to the PNB by August 31, 2005.

Part 1 as amended passed on a hand vote 17 yes 1 no.

Parts 2 and 3 were tabled to the next meeting. Therefore the amended motion passed reads: that the PNB directs the acting ED to produce a development report for each unit (7) to the PNB by August 31, 2005 .

Motion 9:

Director Rodriguez moved to form a special committee to negotiate the contract with FSRN AKA PRAC. Director Warren objected. Motion to table loses 5 Y 9 N votes.

Need original motion from Julie

Seconded by director Saba.

Amended by Director Williams.

Seconded by Director Heffly.

Substituted by Director Walker. Director Walker moved that the negotiators assess the new proposal from PRAC and make preliminary findings no later than July 15, 2005.

Further resolved, the negotiators come forward with an agreement with PRAC regarding the merger of FSRN and Pacifica Foundation no later than August 15.

Further resolved that the negotiators work with PRAC and the National Finance committee to implement a contingency plan that ensures PRAC employees work under fair labor conditions.

Amended by Director Williams to read that the final contract be reviewed by Pacifica attorneys before being approved by the board .

Amended by Director Armoundian to add Director Pierce to the negotiating team .

Motion passed on a hand vote 11 yes 3 no.

Respectively Submitted by _____, Secretary of the PNB