

Pacifica National Board –July In-Person Meeting
Oakland, California
July 16-18, 2010

[The Open Meeting begins at 9am Pacific Time, July 16]

Open Session AGENDA

- I. Call to Order and Opening Business.** PNB Chair George Reiter.
- a. Roll Call / Establish Quorum.** Recording Secretary Richard Uzzell. Establish excused absences and timekeeper. (3 Min.)

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

<u>KPFA - Berk., Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
– Shahram Aghamir	– Shawn O’Brien	– Bill Crosier	– Nia Bediako
– Tracy Rosenberg	– Leslie Radford	– Alberto Luera	– Kathy Davis
– Andrea Turner	– Summer Reese	– George Reiter	– Jennifer Jaeger
– Joseph Wanzala	– Ricco Ross	– Richard Uzzell	– Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>	<u>STAFF & COUNSEL:</u>	
– Alonso Brown	– Jim Bennett	– Arlene Engelhardt, ED	
– Campbell Johnson	– Efia Nwangaza	– LaVarn Williams, CFO	
– Kimory Orendoff		– Ricardo deAnda, Int. Gen. Counsel	
– Marcel Reid			

- b. Approve Agenda for Friday Morning.**
- c. Acknowledgements** (5 min)
- d. Convene as Committee of the whole.**
1. Finance Workshop. [Tony Pohl] (110min)
 2. Topics Workshop. [All Members] (50 min)
- e. Adjourn for Lunch - 12:00 noon.**
- II. Reconvene Open Session – 6:00 pm.**
- a. Take Roll.** (3 min)
- b. Approve Open Session Agenda for remainder of meeting.**
- c. Approval of Minutes.** (3 min)
- d. Acknowledgements.** (5 min)
- e. Chairs Report** (3 min)
- III. Executive Director’s Report.** (30 min)
- IV. Reports from GMs and Archive Manager**
- WBAI (10 min)
- WPFW (10 min)
- KPFT (10 min)
- KPFK (10 min)
- Archives (10 min)
- KPFA (45 min)
- IVa KPFA LSB Chair** (15 min)
- V. Committees and Working Groups Reports and Motions.**
- a. Promotions Task Force** (20 min)
- b. Affiliates Task force** (3 min)

c. Audit Committee	(3min)
d. Coordinating Committee	(5 min)
e. Elections Committee	(3 min)
f. Finance Committee	(3 min)
g. Governance Committee	(3 min)
h. Personnel Committee	(3 min)
i. Programming Committee(see below for motions)	(25 min)
j. Sexism and Racism	(3 min)
j. Technology	(3 min)
Listener Comments	9:00 PM
Adjourn for Evening	9:30 PM

**Pacifica National Board In Person Meeting, Open Session Agenda
July 17, 2010**

Convene Open Meeting	9:00 AM
I. CFO Report	(30 min)
II. NES Report	(10 min)
III. Unfinished Business (see below for motions)	
IV New Business (see below for motions)	
Time Certain for Listener Comments	11:30 AM
Adjourn for Lunch	12:00 PM
Reconvene	1:00 PM
Time Certain for Affiliates Participation	4:00 PM
Affiliates Coordinator Report	(10 min)
Adjourn for Evening	4:30 PM

**Pacifica National Board In Person Meeting, Open Session Agenda
July 18, 2010**

Convene Open Meeting	11:00 AM
Time Certain for Listener Comments	12:00 PM
Adjourn	2:00 PM

III. Unfinished Business

- b. Governance Committee Motions Carried-Over From Earlier Meetings.** (20 min.)

Governance Committee Motion. At the request of the Chair of the PNB, and upon presentation of specific policies or directives that the chair declares an LSB is refusing to follow and declaration by the Chair that reasonable attempts to obtain compliance have failed, the PNB, after hearing from the directors of a station that is said to be refusing to implement PNB policy or directives, shall be entitled, by a majority vote of the remaining directors, to deny voting rights to the directors from that station until such time as the policy or directives are followed. These voting rights shall be reinstated upon certification by the chair that the policies or directives are being followed, or by a vote of the PNB when presented with a request from the affected LSB to do so, stating that they are now in compliance. Such vote shall be taken as a first order of business in any meeting to which the request is made. [Passed without objection by committee, subsequently amended]

Two Substitute Motions and an amendment to Governance Motion.

- 1. Radford substitute motion.** In the instance that an LSB does not undertake an action mandated by the PNB, the PNB may undertake the following progressive steps to resolution:

- a. The PNB should form a committee to investigate the situation, and if the situation is found to be that the LSB is operating outside of the Mission and Bylaws of Pacifica, the PNB may issue a

letter to the LSB requesting compliance, with a reasonable deadline, which may be the same as the deadline attached to the action, if desired.

b. If the LSB does not meet that deadline, the PNB may authorize that LSB's director delegation to mediate any impediments to reaching compliance, and the PNB may impose a deadline to complete the mediation if desired.

c. If the mediation is unsuccessful, the directors from the noncompliant LSB may be authorized to complete the PNB directive on behalf of their LSB to bring about compliance."

2. Young substitute motion. The Pacifica National Board may pass a resolution of non-recognition declaring a Local Station Board to not be a part of Pacifica Foundation's governance and its acts to be void, including the election of Directors that may occur at the time of this finding, and denying to that Local Station Board the use of Pacifica resources and access to Pacifica private information. A determination of non-recognition can only be made by: (A) 55% vote of all Directors; (B) a written finding that the seating of Delegates to that station board is not proper; and (C) following written notice of this finding to Local Station Board members whose seating is deemed in-valid by the Pacifica National Board and a fifteen-day opportunity to cure the improper seating. The non-recognition will be terminated upon the vote of 55% of Directors that the proper seating has been accomplished.

3. Wanzala amendment.

Upon receipt of a complaint or appeal by Local Station Board ("LSB") members and/or by directors representing the station in question, that an LSB is refusing to implement PNB policy or directives, and that reasonable efforts by the complainant LSB members to obtain compliance have failed, the PNB, after hearing from the LSB members and/or from the directors of the station in question shall make a determination as to whether the LSB's refusal to follow the PNB directive is justified.

If the PNB finds that the non-compliance is not justified, the PNB shall, pursuant to Roberts Rules give seven days notice to the LSB members who voted to support non-compliance notice of a vote by the PNB to suspend the LSB members for [a period to be determined by the PNB on cases by case basis?]. (see note below*)

The delegates will be reinstated upon certification by the PNB Chair that the policies or directives are being followed, or by a vote of the PNB when presented with a request from the affected LSB to do so, stating that they are now in compliance.

If during the period of suspension the delegates from the LSB in question do not pledge to reverse their vote and come into compliance, the PNB shall take a vote as to whether to implement Article Four, Section 9. (Removal of Delegates).

Upon the fair and reasonable determination, by a " vote of all the Directors of the Foundation, or a 2/3 vote of all the Delegates for the same radio station as the Delegate in question, at a meeting on said issue, after a review of the facts, that, in its sole discretion, said Delegate(s) has (have) exhibited conduct that is adverse to the best interests of the Foundation or the radio station.

If the vote is affirmative, the PNB shall give all the delegates thirty days notice of a vote to remove them. In the event of a removal proceeding pursuant to this Section 9(D) or 9(E), the

Delegate(s) must be afforded reasonable and appropriate due process according to the circumstances, including notice and an opportunity to be heard at the meeting. Such vote shall be taken as a first order of business in any meeting to which the request is made. A Delegate removed pursuant to this Section 9(D) or 9(E) shall not be eligible for re-election as a Delegate for a period of three (3) years.

["An organization or assembly has the ultimate right to make and enforce it's own rules, and to require that it's members refrain from conduct injurious to the organization or it purposes."*

{ RRO p. 624/l.7} That is exactly what we are doing here.

Further, "Punishments that a society can impose generally fall under the headings of reprimand, fine (if authorized in the By-Laws), suspension or expulsion." {RRO p. 624/l. 20} Suspension requires a majority vote. Expulsion requires a 2/3rds vote. {RRO silver lined P.46}

Also, "any member found guilty of conduct described, for example, as tending to injure the good name of the organization, disturb its well being, or hamper it in its work" can face any of the punishments laid out above. {RRO p. 630 l. 2} Finally, 'in any society, behavior of this nature is a serious offense properly subject to disciplinary action, whether the By-Laws make mention of it or not.' {RRO p.630l.5}]

c. Crosier motion. That Pacifica management should provide monthly written reports to the PNB containing: (15 Min.)

1. Income statements showing comparison of actuals to budget for all units (showing most recent month plus year-to-date figures)
2. Cash in bank for all units (this could be a balance sheet)
3. Central Services paid, and related transactions between NO and the other units
4. Report of recent fund drives at stations, including pledge total, actual cash taken in, number of days, and goal
5. Report on unpaid obligations to creditors

And that, Pacifica management should provide periodic (at least quarterly) cash flow forecasts based on realistic projections to the PNB.

Bediako motion to amend to add#6: Provide a listing of the most recent bank reconciliations reviewed for every bank account of the Foundation.

d. Johnson motion about Off Air Fundraising Strategy (10 min)

Whereas, the WPFW LSB recognized the difficult financial circumstances facing the station and network;

Whereas, in regard to these financial difficulties, WPFW's Finance Committee in July presented to the station management a detailed "WPFW FY2010 Budget 'Off Air' Revenue Strategy," based on the expressed fundraising concerns and interest of the Interim General Manager;

Whereas, the proposed Revenue Strategy, estimated FY2010 revenues of more than \$70,000, with a negligible outlay for expenses; and,

Whereas, this proposed Revenue Strategy requires the active participation of three to six volunteers for each of the months, March thru September 2010; and,

Whereas, other stations may be able engage their LSBs to implement "off air" revenue strategies based on proven projects that have been previously successful in their stations or may be applicable in regard to successes experienced at other stations;

Be it hereby RESOLVED, that the PNB supports the implementation of similar "off air" revenue strategy by all station LSBs in collaboration with their respective station managements and we hereby urge the station managements to actively engage in good faith with their respective LSBs, the Executive Director, National Office and National Finance Committee to make recommendations on specific events that may be applicable at various stations in the network;

Be it hereby RESOLVED, that the PNB will use its best efforts to advocate for and encourage all LSBs to participate in implementing similar revenue strategies in collaboration with their respective station managements in a cost effective manner.

e. Radford motion to create a Pacifica Five-Year Governance Plan. (10 min)

Resolved that, within two months of the ratification of this motion, each standing committee and task force shall provide for approval by the Pacifica National Board a five-year committee plan that advances the Pacifica Mission and provides security and progress for the Foundation, and that these plans together shall become the Pacifica Five-Year Governance Plan.

And that each committee shall include in their plan annual milestones, and shall report on the

accomplishment of the milestones at each January in-person Pacifica National Board meeting.

And that each committee subsequent to the first shall provide for PNB approval revisions to the committee plan no later than the March PNB meeting, to be incorporated into the Pacifica Five-Year Governance Plan.

f. Davis motion that PNB committees not double up on meeting dates. Once a committee has been scheduled that date will be allowed to stand uncontested by additional committees." (5 min)

g. Bediako Motion to Rescind Motion on LSB Security adopted at April 6 Meeting. (10 min)

The Motion on LSB Security adopted at April 6 Meeting as Passed April 6 2010.

1. Pacifica shall have a zero tolerance policy for violence or threats of violence at its LSB meetings.
2. The Chairs of each LSB are hereby specifically empowered, at their discretion, to remove from a duly called meeting of the LSB any person who engages in violence, or threats of violence, against another person during the meeting.
3. Members of an LSB who engage in violence, or threats of violence, against another person during a duly called meeting of the LSB shall be subject to immediate removal from the meeting at the discretion of the Chair, and shall also be subject to suspension from membership on the LSB by majority vote of the other LSB members present and voting at a subsequently called meeting of the LSB. Any member suspended by his LSB for violating this non-violence policy shall be denied access to any meetings of the LSB, and to facilities of the Foundation.
4. The Chairs of each LSB are hereby specifically empowered to remove from a duly called meeting of the LSB any member who has been suspended from membership on the LSB for engaging in violence, or threats of violence, against another person during a meeting of the LSB.
5. The Executive Director and respective station managers are hereby authorized to hire and appoint a Sergeant at Arms, at the request of a Chair of an LSB, to enforce the removal directives of the Chair, as set out herein.
6. The Executive Director shall distribute this Zero Tolerance on Violence policy to each and every member of an LSB.
7. The Chair of each LSB shall distribute copies of this Policy to LSB members as the first order of business at the LSB's next scheduled meeting.

Motion to Amend Motion on LSB Security adopted at April 6, 2010 PNB Meeting (Reiter)

Section 3 shall be amended to read: (10 min)

Members of an LSB who engage in violence, or threats of violence, against another person during a duly called meeting of the LSB shall be subject to immediate removal from the meeting at the discretion of the Chair, and shall also be subject to suspension from membership on the LSB by majority vote of the members of the Assembly of Delegates of the station present and voting at a subsequently called meeting of the Assembly of Delegates. Any member suspended by his Assembly of Delegates for violating this non-violence policy shall be denied access to any meetings of the LSB, and to facilities of the Foundation.

h. Uzzell motion to amend the Affiliate Structure motion passed April 24, 2010. (20 min)

i. Radford Motion to rescind the staff registry motion. (10 min)

j. Steinberg moved that (10 min)

Whereas a request was made by mail on May 3, 2010 to the iGM of WBAI by a Director of the Pacifica National Board to present a contact list of WBAI staff so that they may be contacted in relation to the work of a committee of the WBAI Local Station Board,

Whereas as of this date, May 14, 2010, the requested list still has not been provided, nor any explanation as to why it has not been provided,

Be it resolved that the Pacifica National Board directs the Executive Director to order WBAI management to produce the requested list immediately. (10 min)

IV. New Business

a. Bediako Motion on local station board membership hardship waiver processes

Whereas the economy of virtually every country in the world has seen gross shifts over the past two years, including a severe downturn in the U.S. real estate and stock markets adversely affecting homeownership and retirement savings, and has had a severe impact on ordinary working families including increased rates of unemployment, homelessness and hunger in areas where Pacifica stations are located; and

Whereas the Pacifica mission includes a specific call that in our operations we engage in activities to build lasting understanding and reduce antagonisms among individuals of various groups; and

Whereas a major separating factor in our society continues to be economic class with increasing racial disparities in opportunities for wealth-building, education, health care and other basic areas; and

Whereas the genuine inclusion of diverse communities and the perspectives and experiences of the members of these groups enriches the foundation regardless of individuals' present ability to make payment of cash or time; and

Whereas Article 3, Section 4 of the Pacifica Bylaws allow Local Station Boards (LSBs) to "adjust or waive the contribution requirement for Listener-Sponsorship Membership on a case by case basis for reasons of financial hardship" for a person who "has demonstrated a sincere interest in becoming a Member of the Foundation and is also genuinely unable to afford the contribution amount or to volunteer the minimum 3 hours of service,"

Resolved, that the Pacifica National Board strongly urges all LSBs that do not have a hardship waiver process to rapidly create such a process with adequate time to publicize it so that listeners have time to apply before the membership record date of June 30; and

Further, that the PNB urges that any such process allow for the individual consideration of listener requests for a 1-year hardship waiver without subjecting the prospective member to humiliating or intrusive demands for personal information or interrogation.

Further, especially in light of the proximity of the deadline and the likelihood that waiver applications may have to be sent through the Postal Service, LSBs are directed to allow the same deadline for snail or electronic postmark for such applications as that allowed for submission of cash payments or completion of volunteer work.

b. Wanzala Motion re Pacifica Election Supervisors

Preamble:-

The controversy surrounding the appointment of the Local Election Supervisor for KPFK revolved around the question: Do the bylaws allow a paid or unpaid staff member to resign and then apply for the LES job

or does there have to be a three month period between when they resign and when they actually cease to be staff? Apparently, the latter view has been the past practice, based on the theory that the Pacifica bylaws state that in order to *attain* staff status one has to work 30 hours in the last three months. Conversely, this theory holds, one also has to wait three months from the time one resigns as an unpaid staff member to stop being unpaid staff. However, if you are *paid* staff, no such restrictions apply and you can quit one day and then begin work as a LES or NES the next day. It should be noted that there is in fact no three month waiting period in the bylaws, this has simply been deemed by some to have been the 'intent' of those who wrote the bylaws.

Those supporting the view that unpaid staff should not be allowed to resign and then work as a LES have stressed that the intent of the bylaws has been to create a 'firewall' between the NES' and the boards, staff, management etc. so that they can run a fair and unbiased election. The problem with this view is that it means that anyone with actual experience and knowledge about Pacifica (e.g. former unpaid staff members) would be automatically ineligible while favoring people with no exposure to, or experience with Pacifica. It also ignores the reality that several Pacifica election supervisors (indeed the better ones) have been staff members prior to becoming election supervisors. In other words, the firewall theory is unrealistic, can lead to less than optimally run elections, and is prejudicial to unpaid staff.

Motion:-

Pursuant to Article Four, Delegates, Section 4 of the Pacifica bylaws, Election Supervisors, A. National Elections Supervisor), which states, in part:

To be eligible for appointment to the position of the national elections supervisor, said person shall not be an employee of the Foundation or any Foundation radio station or a Delegate, Officer, or Director of the Foundation or any LSB, or a radio station staff member, paid or unpaid.

and,

Article three, members of the foundation, Section 1. members Defined, B. Staff Members, which states, in part:

"Staff Members" shall be: (1) any non-management full-time or part-time paid employee of a Foundation radio station; or (2) any member of a Foundation radio station "Unpaid Staff Organization" or "Unpaid Staff Collective Bargaining Unit" which has been recognized by station management, or, if the station has neither such organization or bargaining unit, then any volunteer or unpaid staff member of a Foundation radio station who has worked for said radio station at least 30 hours in the preceding 3 months, exclusive of fundraising marathon telephone room volunteer time.

Be it therefore resolved that, any Pacifica staff member, paid or unpaid, is eligible to be considered for the position of National or Local Election Supervisor as long as they resign their position and status as a staff member in writing before taking the position if it is offered to them.

Program Committee Motions:

1. The programming committee voted 8-1 to recommend the following motion to the PNB: (10 min)

"The PNB supports the ED putting into place the means of moving quickly to broadcast simultaneously on all five stations and as many affiliates as are willing to carry them, events of national interest consistent with our mission. Additional resources as needed should be put into stations that require them to make this possible. If an important event falls outside the signal areas of the five Pacifica stations, whenever possible, Pacifica will ask of its affiliates for assistance."

Committee members had the following concerns about this motion, which we agreed to convey to the PNB:

- A. Who would choose the programming? Who makes these decisions?
- B. Must-carry problem/ autonomy of stations
- C. Funding issue. Where will these funds come from and where will they go to? And who decides?
- D. This does not appear to be a good way to develop a national news department.
- E. The broadcast team - does it vary broadcast to broadcast? Who decides who does the broadcast?

2. The programming Committee recommended the following policy to for PNB approval, and also that producers should sign off on this policy and receive a copy:

Policy regarding the public airing of grievances:

(15 min)

Pacifica Policy Statement on Criticizing the Foundation and/or Members of Its Management or Staff on Our Own Airwaves

Pacifica recognizes that there will always be differences of opinion as to how our foundation should be run, as well as clashes between individual staff members or between members of staff and management. We firmly believe that such differences of opinion and/or staff clashes should not be ignored or censored, and that Pacifica management should commit itself to hearing and evaluating all such criticism, no matter how unfavorable.

However, as a practical matter, such criticism, if delivered publicly, on our own airwaves, by a member of Pacifica's own staff, can only serve to damage Pacifica's public image and the reputation of its staff. Therefore, it is the express position of management that criticism of the foundation and/or its personnel should not be broadcast over our airwaves as a first step, but only as a last resort. If a staff member has a personal grievance, or is aware of a danger to a station or to Pacifica itself that he or she feels is not being addressed properly, that staff member is encouraged to discuss the matter with management first through the normal channels provided for addressing such matters. Management has an open-door policy in this respect.

On the other hand, if after exhausting the normal grievance channels, a staff member still feels that he or she is not receiving justice, or that a perceived problem at the foundation is still not being properly addressed, then that staff member may, regrettably, have no other choice but to "go public" with the issue on Pacifica's own airwaves. In such an eventuality, that staff member will have been transformed from a "critic" into a "whistleblower," and will be entitled to all the respect (and protection) such a designation requires.

However, we believe that the privilege of whistle blowing carries with it the responsibility of fairness. Therefore, if a staff member has finally reached the point at which he or she feels there is no other option than to use his or her program as a platform from which to criticize Pacifica, or

its management, or its personnel, or to air internal Pacifica matters in a way that might negatively impact the reputation or public image of the foundation or its personnel, IT IS SUGGESTED THAT both the station manager and the foundation's Executive Director be notified of that planned broadcast at least 24 hours in advance. This is A SUGGESTION not for the purpose of censorship BUT TO PROTECT THE STAFF MEMBER FROM MISTAKENLY AIRING THE FOLLOWING:

- (1) Potentially libelous statements, which could put the foundation at risk.
- (2) Confidential employee information, which Pacifica is forbidden by law to broadcast.
- (3) Privileged or proprietary information -- including but not limited to details about vendor contracts, financial matters, legal issues, pending or ongoing lawsuits, or future programs and/or events whose premature disclosure might put the foundation at a competitive disadvantage.
- (4) SPEECH THAT VIOLATES FCC REGULATIONS.

ANY BROADCAST OF MATERIAL INCLUDED IN THE ABOVE 4 CLAUSES WILL SUBJECT THE STAFF INVOLVED TO DISCIPLINARY ACTION.

IN THE INTEREST OF FAIRNESS AND TRANSPARANCY THE MANAGEMENT RESERVES THE RIGHT FOR EQUAL TIME TO RESPOND.

IN CLOSING: THE PACIFICA FOUNDATION'S PUPOSE IS TO PROVIDE RELEVANT, WELL PRODUCED PROGRAMMING THAT IS IN ACCORDANCE WITH THE PACIFICA MISSION STATEMENT. FREE SPEECH AND ARTISTIC LICENSE MUST BE PROTECTED BY THE GOVERNING BOARDS OF THE FOUNDATION IN ORDER TO FULLFILL THAT MISSON.

THAT BEING SAID, THE MAJORITY OF OUR LISTENERS HAVE NO KNOWLEDGE AND LESS INTEREST IN THE INTERNAL AFFAIRS OF THE FOUNDATION. IT IS IN THE INTEREST OF OUR LISTENERS THAT WE, INCLUDING MANAGEMENT, STAFF AND BOARD MEMBERS MAKE EVERY EFFORT TO RESOLVE ISSUES OFF AIR AND PRESERVE THAT PRECIOUS AIR TIME FOR PROVIDING EXCELLENT RADIO THAT SERVES OUR COMMUNITTEES.