

Pacifica National Board

Special Teleconference Meeting (Open Session)

8:30 PM EDT, 7:30 PM CDT, 5:30 PM PDT (scheduled)

Originating in Various Locations

Thursday, June 28, 2012

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:42 PM Pacific Daylight Time.

[Audio Part 1]

a. Roll Call / Establish Quorum

Seventeen members were present, constituting a quorum:

Ken Aaron (KPFK), Ivon Alcime (WPFW), Teresa Allen (KPFT), Nia Bediako (WBAI), Wesley Bethune (KPFT), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (Vice-Chair, KPFT), Heather Gray (Affiliates), Campbell Johnson (WPFW), Ali Lexa (KPFK), Laura Prives (KPFA), Summer Reese (Chair, KPFK), George Reiter (KPFT), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA).

Four members were absent: Ivon Alcime (WPFW), Kathy Davis (WBAI), Revalyn Gold (WPFW), Marcel Reid (WPFW).

One member was excused: Efia Nwangaza (Secretary, Affiliates).

Also present: Arlene Engelhardt (Pacifica Executive Director), LaVarn Williams (Pacifica CFO), Andy Gold (Pacifica General Counsel), John P. Garry III (Recording Secretary).

Audio Recording: The audio for this meeting can be accessed at [KPFTX.org](http://KPFTX.org)

An excused absence request from Nwangaza was accepted without objection. **Point of order** from Reiter: Corrected the Chair on the announced date of the meeting.

b. Designate Timekeeper (5:46)

Omitted.

## II. Open Session Agenda Approval (5:46)

The Chair suggested a one-hour open session. After discussion Reiter **moved** approval of the corrected agenda. **Passed** without objection.

## III. Minutes Approval (5:51)

The open session minutes of May 24, 2012 were emailed to the board prior to the meeting. Bediako **moved** for approval. Crosier seconded. **Passed** without objection.

## IV. Executive Director's Report (5:51)

The ED reported on the hiring of an Elections Supervisor (Terry Bouricius), a National Office email donation effort (30,514 emails sent, 15,867 reached their destination, 77 recipients clicked donations, 19 made donations, just under \$1200 collected to date, 27,000 fundraising letters have been mailed), and notices to GMs regarding expense reductions. Discussion followed.

## V. Chief Financial Officer's Report (6:04)

The CFO reported on the completion of the FY 2011 audit, the completed CPB Foundation audit, an upcoming CPB funding release, audit penalties, premium fair-market price estimations, lawsuits, and other matters. May YTD; revenue through May \$10.5 million, expenses were \$10 million. There was additional reporting from the ED. Discussion followed.

Prives asked the CFO to notice the board when the CPB audit is completed on June 29, 2012. The CFO committed to do so.

## VI. Board Chair's Report (6:24)

The Chair reported on the KPFA recall election and noticed an on-air recall debate on KPFA on Friday, June 29, 2012. Discussion followed.

Aaron noticed an intention to rescind a 2011 motion regarding single-occupancy hotel accommodations at PNB in-person meetings.

## VII. Committee & Task Force Reports

### Elections Committee (6:33)

Birden reported and **moved** the following:

Motions 1-3: Cost Cutting Suggestions for Pacifica Delegate Elections:

1. Thinner paper for all materials except ballots, whichever is feasible and least expensive.
2. Continue and expand a central Pacifica Elections webpage on the pacifica.org website (controlled by NES) to make information easier to access and complete. Pacifica will send people to it more (through on air announcements, event announcements, with ballot material, etc.)
3. For the candidate statements: Allow voters to opt out from having statements mailed to them, with more robust email, on-air and website promotion of this option, and with the hard copy statement limited to 350 words per candidate, and with the full 500 word statement available online.

*Approved by the Elections Committee, June 5, 2012*

Birden **moved to amend**: “350 words” shall be replaced by “150 words.” Allen seconded. No vote taken, reintroduced later.

Steinberg **moved**: The PNB endorses the use of electronic balloting in all the LSB elections beginning in 2012, and directs the Executive Director to take steps to implement that. Birden seconded.

[Audio Part 2]

Bediako **moved to refer** to the Elections Committee. Johnson seconded.

**Point of order** from Aaron: We are by-passing motions, we are out of sequence. There were two motions, and we are now on a third motion, it is not on the agenda. We should follow the agenda. **Point of order** from Crosier: Steinberg’s motion was to amend, it was not a new motion. The Chair sought clarification and ruled that Steinberg’s motion was a separate motion and will be treated as a separate item.

**Point of order** from Reiter: Objected to ending debate and requested a vote on a motion to end debate.

The motion to end debate (2/3 required) **passed** by a roll call vote:  
Yes—11, No—5, Abstain—0.

Yes—Aaron, Allen, Bediako, Bethune, Brazon, Johnson, Lexa, Prives, Rosenberg, Siegel, Turner.

No—Birden, Crosier, Gray, Reiter, Steinberg.

Present not voting—Reese.

Motion to refer Steinberg's motion **passed** by a roll call vote: Yes—10, No—6, Abstain—0.

Yes—Aaron, Bediako, Bethune, Brazon, Crosier, Johnson, Lexa, Prives, Siegel, Turner.

No—Allen, Birden, Gray, Reiter, Rosenberg, Steinberg.

Present not voting—Reese.

Aaron **moved** to disambiguate the motions. No second recorded. No vote taken. The Chair treated the first Elections Committee motion as three separate motions.

Birden **moved**:

Motion 2: Revised Timeline for Pacifica Delegate Elections (see Appendix B).

Brazon **moved to amend**: September 1 shall be added as the date of record. Bediako seconded. No vote taken. There was a discussion comparing the Revised Timeline to other documents. **Point of order** from Crosier: Sought to clarify which document was being discussed.

Reiter **moved** to approve the version of the Election Timeline posted on Pacifica.org.

**Passed** without objection.

The first Elections Committee motion was divided.

1. Thinner paper for all materials except ballots, whichever is feasible and least expensive.

After discussion Brazon **called the question**.

The motion to close debate (2/3 required) **passed** by a roll call vote:

Yes—12, No—1, Abstain—3.

Yes—Aaron, Allen, Bediako, Bethune, Brazon, Crosier, Gray, Johnson, Lexa, Prives, Siegel, Turner.

No—Birden.

Abstain—Reiter, Rosenberg, Steinberg.

Present not voting—Reese.

Divided Motion 1. (thinner paper) **passed** on a roll call vote; Yes—14, No—1, Abstain—0.

Yes—Aaron, Allen, Bediako, Bethune, Brazon, Crosier, Gray, Johnson, Lexa, Prives, Reiter, Rosenberg, Siegel, Turner.

No—Birden.

Present not voting—Reese, Steinberg.

Divided Motion 2. Continue and expand a central Pacifica Elections webpage on the pacifica.org website (controlled by NES) to make information easier to access and complete. Pacifica will send people to it more (through on air announcements, event announcements, with ballot material, etc.)

**Passed** without objection.

Divided Motion 3. For the candidate statements: Allow voters to opt out from having statements mailed to them, with more robust email, on-air and website promotion of this option, and with the hard copy statement limited to 350 words per candidate, and with the full 500 word statement available online.

Birden **moved to amend**: Change “350 words” to “150 words.” Bethune seconded.

**Point of order** from Aaron: Can we limit discussion to fifty seconds? The Chair encouraged board members to be brief.

Reiter **moved to refer** the motion and the amendment back to committee. Steinberg seconded. **Passed** without objection.

The meeting adjourned without objection at 7:48 PM.

Respectfully submitted by Efia Nwangaza, Secretary  
John P. Garry III, Recording Secretary  
(these minutes were approved on September 20, 2012)

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#### Appendix A—Approved Agenda

**I. Call to Order and Opening Business – PNB Chair** (1 Min.)

**a. Roll Call / Establish Quorum – PNB Secretary** (4 Min.)

**b. Designate Timekeeper** (1 Min.)

**II. Open Session Agenda Approval** (10 Min.)

**III. Minutes Approval - Approval of Open Session Minutes** (5 Min.)

for May 24, 2012

**IV. Executive Director's Report** (5 Min.)

**V. Chief Financial Officer's Report** (10 Min.)

**VI. Board Chair's Report** (10 Min.)

To include any Executive Session Report Outs

**VII. Committee & Task Force Reports**

**Elections Committee** (10 Min.)

**Motion 1: Cost Cutting Suggestions for Pacifica Delegate Elections:**

1. Thinner paper for all materials except ballots, whichever is feasible and least expensive.
2. Continue and expand a central Pacifica Elections webpage on the pacifica.org website (controlled by NES) to make information easier to access and complete. Pacifica will send people to it more (through on air announcements, event announcements, with ballot material, etc.)
3. For the candidate statements: Allow votes to opt out from having statements mailed to them, with more robust email, on-air and website promotion of this option, and with the hard copy statement limited to 350 words per candidate, and with the full 500 word statement available online.

*Approved by the Elections Committee, June 5, 2012*

**Motion 2: Revised Timeline for Pacifica Delegate Elections:**

(See attached spreadsheet from Terry Bouricius, NES.)

**Governance Committee – George Reiter, Chair** (20 Min.)

**Motion 1: Calling an LSB Meeting:**

Whereas the bylaws require that unanimous agreement of the officers for holding a meeting not authorized by the LSB itself, therefore no individual LSB member or officer may unilaterally call an LSB meeting.

**Motion 2: Committee Meeting Cancellations:**

Meeting dates which have been established by a majority vote of a committee, and properly noticed, shall not be cancelled except by a majority vote at a properly noticed meeting at which quorum is achieved or by the written (email) consent of a majority of the committee's members. Written (email)

consent shall be sent to the entire committee.

Both motions were approved without objection at the June 18, 2012 meeting of the Governance Committee.

**Personnel Committee – Nia Bediako, Chair** (5 Min.)

**Motion 1: LSB MANAGEMENT SEARCH COMMITTEE CONFIDENTIAL AGREEMENT**

**Amended Language:**

"I agree and fully acknowledge that violating the terms of this agreement may result in my being removed by the Local Station Board from the MSC or barred from any further participation in future confidential committee work.

*Passed in committee without objection 6/27/12*

**Original language:**

As a member of the (station name) Management Search Committee (hereinafter referred to as "MSC"), I recognize and accept my responsibility to protect the confidentiality of every candidate.

As a member of the search committee, I will have access to confidential information and materials related to the search, and with full knowledge of the critical importance of confidentiality to the integrity and success of the search process I hereby agree:

I will not disclose confidential information shared by candidates or other committee members to anyone outside of Pacifica Foundation, including but not limited to the applicant's employer or associates, or to anyone inside of Pacifica Foundation who does not have legitimate reason to know based on job or local or national board membership without the prior written consent of the committee.

In this context, confidential information includes, but is not limited to, applicants' names, places of current or previous paid or unpaid work, and references; deliberations of the search committee relating to individual candidates; and all documents which might identify individual candidates.

I will maintain the confidentiality and integrity of communications and security systems including data processing systems, telephone conference numbers, recordings, codes, e-mail and voice mail belonging to the foundation or used to conduct the foundation's business.

I will take all reasonable steps necessary to ensure that confidential documentation and other material is monitored, managed, stored, transmitted, destroyed and otherwise handled in a manner that will preclude inadvertent disclosure, loss or misuse.

I agree and fully acknowledge that violating the terms of this agreement may result in my being removed by the Local Station Board from the MSC or barred from any further participation in future confidential committee work.

**I acknowledge that I have read and understood the Confidentiality Agreement.**

**Signed and dated:** \_\_\_\_\_

**Motion 2: Proposed Timeline for 2012 E.D. Evaluation Process**

Note that survey dates would also apply to the E.D.'s self-evaluation.

- I. Personnel Committee approval of survey – 7/25
  
- II. PNB approval of survey:
  - approve on PNB conf call – 8/9
  - surveys sent out – 8/24
  - to be returned – 9/9
  
- III. Personnel Committee analysis of data and report creation: - 9/16
  
- IV. Personnel Committee meeting with E.D. to discuss her response - 9/26
  
- V. PNB meeting to discuss Committee report and E.D.'s response - 10/11

**Finance Committee - Tracy Rosenberg, Chair** (10 Min.)

**Motion 1: NFC Executive Sessions:**

"That the NFC refrain from having executive sessions until such time as actions are taken to resolve considerations about breaches of confidentiality."



*(Approved by committee 8 yes, 1 no)*

**Development Task Force – Heather Gray, Chair** (5 Min.)

**Programming Committee – George Reiter, Chair** (5 Min.)

**Financial Reform Audit Task Force (FRAT) – Ken Aaron, Chair** (5 Min.)

**Affiliates Task Force – Heather Gray and Campbell Johnson, co-chairs** (5 Min.)

**Coordinating Committee - Bill Crosier, Chair** (5 Min.)

**Archives Committee** (5 Min.)

**Audit Committee** (5 Min.)

**Racism and Sexism Committee – Andrea Turner, Convenor** (5 Min.)

**Technology Committee** (5 Min.)

**VIII. Motion postponed from previous PNB meeting** (15 min.)

**Motion by Davis: Quorum**

Resolved, that PNB committees be empowered to conduct a meeting in the absence of a quorum in order to further the committee's business, with the proviso that any motions other than agenda-setting or the setting the date of the next meeting be held to the next (quorum) meeting for a vote.

**IX. Unfinished business (start after completion of previous motions)**

**a. Motion by Crosier: Public Criticism of Staff** (15 Min.)

It is the policy of the PNB that no member of the Pacifica National Board shall criticize publicly, or demean publicly in any way, members of the staff. Any legitimate criticism of the work of staff members that a member feels needs to be acted on is to be forwarded to the Executive Director or to the PNB for resolution. Failure to abide by this policy will be interpreted as action against the interests of Pacifica, and will be subject to the disciplinary procedures provided for by the Bylaws for such actions.

**b. Motion by Steinberg: Membership Termination Standing Rule** (15 Min.)

Due to possible conflict of interest, any person who has been terminated from the Pacifica Foundation employment for cause shall be prohibited from membership in

the Pacifica Foundation. When this type of proceeding is brought, all due process procedures called for, as noticed to all in the Pacifica Bylaws, in Robert's Rules of Order (Chapter 20) shall apply.

**c. Motion by Davis: Membership re: Malice (15 Min.)**

Be it resolved that any person or member of the Pacifica Foundation that acts with malice and/or violence and/or levies threats; either verbal or physical against Pacifica staff or members of the LSB or PNB should be disqualified from membership and participation in Pacifica governance. Further, any person or member of the Pacifica Foundation who acts to limit or undermine the fund raising and or function of the Pacifica foundation or its radio stations and broadcast licenses should be disqualified from membership and participation in Pacifica governance. And, that any person or member of the Pacifica Foundation who acts to undermine, counterbalance, destroy or limit the Pacifica Bylaws should be disqualified from membership and participation in Pacifica governance.

**X. New Business**

**a. From: Nwangaza: (15 Min.)**

**MOTION 1: To rescind the motion passed May 12, 2011 regarding the Pacifica Affiliates Task Force**

**b. From: Nwangaza:**

**MOTION 2: for a Pacifica Affiliates' – Pacifica Foundation Task Force (30 Min.)**

**Introduction**

The vision for the Affiliates' Program (The Program), at its inception, was that The Program would facilitate the development, production, broadcast, exchange and distribution of meaningful and influential progressive content, provided by both the sister and affiliate stations. The Program was expected to be a mutually supportive resource, serving its members as a communication hub and a teaching/learning community. It would be dedicated to improving both program content and delivery efficacy, with an ever increasing number of progressive programs. The programming would be responsive to Foundation and Affiliate listener needs and interests and give access to otherwise unavailable news, arts, and commentary for worldwide radio, internet, and other possible platforms.

**Mission**

To achieve this objective, the Affiliates' Task Force was created and charged with representing the Pacifica Affiliates and being a bridge to the Pacifica Foundation. Consistent with the Pacifica Foundation's mission and the Task Force's charge. The Task Force shall strive to build and maintain an authentic Pacifica-Affiliate partnership by maximizing Affiliate membership, input, and participation.

**Membership**

Any member of an Affiliate or Pacifica station is welcome to participate in the Pacifica-Affiliates' Task Force.

**Voting, Co-Meeting Facilitators and Monthly Meetings**

Where voting occurs, only duly designated station representatives of an Affiliate or Pacifica station, who has attended three consecutive meetings (the meeting of the vote and two meetings immediately prior to the vote) shall be allowed to vote.

### **Officers**

The Task Force shall be convened by PNB assignment. It shall elect a pro tem Facilitator or Facilitators (at least one of whom shall be an Affiliate Director) for the first three meetings and a Secretary (who shall be any voting eligible member of the Task Force). The permanent yearly Facilitator(s) shall be elected at the third regular meeting.

### **Meetings:**

The Task Force shall meet a minimum of once a month and conduct such business as is consistent with its mission and in the manner prescribed the by-laws of the Pacifica Foundation.

**c. from: Brazon:** (10 min.)

Whereas Director Tracy Rosenberg posted "KPFA: An Open Letter on E-mails" to Indybay.org news items site on Saturday, April 16, 2011 which included email communications between attorneys on pending Pacifica matters of litigation,

Therefore it is resolved that the Pacifica National Board of Directors censure Director Tracy Rosenberg.

**d. from: Rosenberg:** (10 min.)

Motion of censure against the 27 members of the KPFA LSB for demanding the disclosure of confidential legal information in an open session of the KPFA Local Station Board.

**e. from Birden:** (10 min.)

Whereas, the Bylaws state that "the term of a Director shall be one (1) year. A Director may serve no more than five consecutive one-year terms. A Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's fifth consecutive one-year term" (Article Five, Board of Directors of the Foundation, Section 2: Term), clearly defining the firm limit of "five consecutive one-year terms" for all Directors, and

Whereas, this term limit was not separately addressed in the motion that set up selection procedures for the Affiliate Directors, it is

Resolved, by the Pacifica Foundation Board of Directors, that this limit (five consecutive terms) required in the Pacifica Bylaws shall also apply to the number of consecutive terms permitted by Affiliate Directors.

**f. from Aaron:** (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,

It is therefore resolved that any request from PNB Directors for special legal service of any kind shall include an estimate of the cost for such service and require approval of the PNB by majority vote. 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.

XI. Adjourn (9:30 pm EST)

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Appendix B—Election Schedule

Proposed Revised Pacifica Election Schedule for 2012

Task/Event	Bylaws	Proposed	Comments
Appoint NES	3/31	6/14 -actual	supposed to be at least 90 days before nominations open
Nominations open	6/1	7/31	can't meet 90 day after NES appointment (9/12), or election would run into 2013, and fail to meet deadline for December seating of LSB.
Nominations close	6/30	8/29	keep 30 day nomination period
LEs confirm eligibility	not specified	aim for 9/6	
Record Date (membership to vote)	7/1	9/1	Must be at least 45 days before ballots mailed
Initial Campaign Period	7/1 - 8/14	9/1 - 10/15	keep 45 days
Ballots Mailed (online ballot live)	8/15	10/16	45 days after record date
Campaign continues during voting	8/15 - 9/30	10/16 -11/30	keep 45 days
Election Close (if quorum achieved)	9/30	11/30	keep 45 days of voting (consider cutting to 35?)
Quorum Election Results	10/15	12/15	15 days after close
Quorum extension close	set by NES but no later than 9/28	set by NES, aim for 12/16	bylaws allow up to 4 weeks, set by NES

Quorum extension results	no later	aim for	15 days after
	than 10/13	12/21	close
new LSB seated at first meeting	by December	by end of	Article VIII, Sec,
		December	6B requires
			December seating.

Developed by Terry Bouricius, Pacifica National Election Supervisor, June 17, 2012