

**PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD SPECIAL MEETING
From Various Locations via Telephone Conference
FINAL DRAFT AGENDA - Open Session
Thursday, February 26, 2015 – 8:30PM EST**

I. Call to Order

A. Roll call and establishment of quorum

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

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

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

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

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

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

CFO: Raul Salvador

B. Identify Timekeepers - one for speakers (90 seconds) and one for agenda items

C. Excused absences

D. Agenda Approval (30 min.)

** time for adjournment 11:00PM EST **

E. Minutes Approval (15 min.)

II. Set regular meeting dates for 2015 (15 min.)

III. Report on Officer, Committee election results, and PNB Committee population by LSBs (5 min.)

IV. iED Report (15 min.)

V. CFO Report (15 min.)

VI. New Business

A. Committee Reports

1) Coordinating Committee (10 min.)

a) Approved by Coordinating Committee (with CFO input) on 2/17/15 to hold an in-person meeting:

- in Los Angeles;
- Thursday-Monday “sandwich” (3 full-days of meetings);
- Dates recommended to the PNB (in coordination with our LA hosts):
 - Arrive Thursday PM, May 14th, Depart Monday, May 18th
 - OR
 - Arrive Thursday PM, May 28th, Depart Monday, June 1st
- Recommend polling PNB on which of the two date options

2) Finance Committee (15 min.)

a) Consolidated budget

- The PNB has passed FY2015 budgets for all units of the foundation;
- There is no motion from the NFC regarding a consolidated budget.

b) NFC motion re: KPFT Transmitter Replacement [approved 2-24-15] (see attached)

The National Finance Committee Recommends that the PNB:

1. Direct Pacifica management to plan a coordinated network-wide capital campaign to finance the replacement of KPFT's transmitter within three months, with the goal of increasing increasing KPFT's effective power to 100,000 watts and widening the reach of Pacifica's network. The campaign should take an off-air first approach: that is, attempt to secure seed funds and matching grants from major donors, foundations, and direct mail campaigns prior to resorting to on-air fundraising.

The campaign should include a Texas-based campaign and a plan for the growth of audience for and community service by KPFT commensurate with its full signal strength Any such plan for a loan secured by the KPFT property must include a plan for repayment of the loan.

2. Direct Pacifica and KPFT management to simultaneously explore the options for securing a loan against KPFT's real estate to make up any fundraising gap that would prevent the timely replacement of KPFT's transmitter.

3. Prioritize any windfall income, such as restored CPB funding, to finance the replacement of KPFT's transmitter through an inter-divisional loan.

3) Governance Committee

(10 min.)

a) Bylaws amendment process

Setting timeline for the first of two annual bylaws amendment periods (per new bylaws amendment doubling the frequency of the

bylaws amendments process, approved 7/17/14)

b) Strategic Planning

The PNB will conduct a strategic planning session as a quasi committee of the whole. All members who have provided a written statement of their vision for Pacifica will have 5 minutes to present their ideas at the beginning of the meeting, after which the floor will be open to all members. [April 2014](Reiter)

(Postponed by 2014 PNB on 1/22/15 to 2nd meeting of 2015 PNB)

VII. Old Business

**** PREVIOUSLY NOTICED BUDGET- AND FINANCE-RELATED MOTIONS

A. Governance Committee Motion (10 min.)

Move that the salaries of all Pacifica employees and all payments to consultants shall be disclosed to each LSB prior to the beginning of the budget process. The GM and/or the Treasurer of each LSB shall forward this information prior to May 1st. [Added 8-22-13]

B. *SIDEBAND MOTION from the WBAI LSB* (10 min.)

Be it hereby resolved, that the WBAI Local Station Board recommends to the Pacifica National Board (PNB) that it approve a policy that ninety-nine percent (99%) of SCA* rental fees due as of October 1, 2013 for use of any station's sidebands shall be credited, retroactively if necessary, to that station's current Central Services accounts and one percent (1%) to the National Office with copies of all existing contracts being submitted to the respective General Manager and Local Station Board (LSB), and to the PNB within 21 days of its passage of this motion, and

That an accounting of all SCA related income and expenses, since January 2009, including billing and payment of legal and collection fees, and maintenance and upgrade costs, and any other expense, be submitted to the respective General Manager and LSB, and to the PNB within 45 days of its passage of this motion, and further

That pending and future contracts are to be signed by both national and local management with adequate and reasonable submission to the respective LSB and to the PNB for advance review and feedback. [Added 10-24-13]

C. LSB review Budget motion (Casenave) (0 mins.)

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

I Move that:

Per the Pacifica bylaws, Article Seven, Section 3, Item A. that LSBs *"review and approve that station's budget and make quarterly reports to the Foundation's Board of Directors regarding the station's budget, actual income and expenditures"*, the PNB directs the LSBs to make their quarterly budget, actual income and expenditures reports to the PNB quarterly, starting with the first quarter of FY2015, the period between October 1, 2014 through December 31, 2014 , to be provided to the PNB no later than January 15, 2015 , and for quarters in FY2015 and quarterly during all fiscal years thereafter where such quarterly reports are to be provided no later than two weeks after the end of each quarter.

In order for the LSBs to comply with their duties per the bylaws, the E.D./IED shall direct the General Manager (G.M./IGM) of each station to produce and send to their LSBs an electronic file of the budget draft at least 3 days in advance of the meeting during which the LSB is scheduled to approve the budget. The E.D./IED shall also direct the G.M.s/IGMs to send an electronic file of the station's LSB-approved budget to the NFC with a CC to the respective

LSB within 3 days of approval as well as an electronic file of the station's NFC-approved budget to the station's LSB within 3 days of its approval. Failure to do so shall be a key consideration in the G.M.'s/IGM's performance review by the LSB and PNB.

The NFC shall also review the PNO and its unit's budgets quarterly as well. The CFO shall send an electronic file of the PNO's and its unit's budget drafts to the NFC with a CC to the E.D./IED within 3 days prior to being presented to the NFC for approval and an electronic file of the PNO's and its unit's NFC-approved budgets to the PNB within 3 days of its approval. Failure to do so shall be a key consideration in the CFO's performance review by the PNB.
[noticed 10-27-14]

D. Hire freeze substitute motion (Brazon) (0 mins.)

Whereas, the Hiring Freeze motion passed on Oct. 2, 2014 requires clarification and specificity as subsequently pointed out by several board members,

I move that the following substitute motion serve to amend a motion previously adopted The PNB passed a hiring freeze motion on October 2, 2014 that was immediately implemented on October 3, 2014.

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

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

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

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

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

In addition, the following measures apply:

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

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

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

Any violation of this hiring freeze will be just cause for discipline, including termination. [noticed 10-30-14]

VIII. Adjourn
EST)

(by 11:00PM