

Minutes of the KPFK Local Station Board Meeting of 02/25/06

A regular meeting of the KPFK Local Station Board was held on Saturday, February 25, 2006 at Immanuel Presbyterian Church, 3300 Wilshire Blvd. Los Angeles, CA 90010, the Chair being in the chair and Marjorie Mikels serving as secretary pro tempore. The minutes of the meeting of January 7, 2006 were approved.

Eighteen members were present, constituting a quorum: Grace Aaron, Dave Adelson, Sara Amir (left at 3:00 pm), Rodrigo Argueta (left at 4:00 pm), Lydia Brazon, Israel Feuer, Sherna Gluck, Jan Goodman (left at 1:30 pm), Terry Goodman, Kimberly King, Arturo Lemus (left at 1:17 pm), Alan Minsky (left at 3:10 pm), Reza Pour (left at 4:00 pm), Margaret Prescod (left at 2:40 pm), Julie Rodriguez, Madeleine Schwab (left at 2:55 pm), Don White (left at 4:15 pm), and Lamont Yeakey (arrived at 12:30 pm, left at 2:20 pm).

Two new members were seated: Fernando Velazquez and Harrison Weil.

Also present: KPFK General Manager Eva Georgia (left early).

Three Members' absences were excused, having requested excuses prior to the meeting: Marie Deary, Bill Gallegos, and Ed Pearl.

One additional absence was excused: Sonali Kolhatkar.

One absence was conditionally excused: Maria Armoudian.

Also absent: Secretary Carol Nealy and Treasurer Casey McFall.

Chair: Grace Aaron

Authority and Notice: This meeting was scheduled at the January, 2006 meeting of the LSB. Notice was originally posted on the KPFK web site beginning on February 13, 2006 and revised on February 15 to indicate the inclusion of a closed session. (See Appendix A.)

AGENDA ITEM I. CALL TO ORDER, CALL OF THE ROLL, WELCOME &

ACKNOWLEDGEMENTS, REVIEW AND APPROVAL OF THE AGENDA, APPROVAL OF LSB MINUTES, APPROVAL OF EXCUSED ABSENCES

The meeting was **called to order** at 11:37 a.m.

The Chair **welcomed** the members and public and **acknowledged** the contributions of out-going chair Don White, expressing gratitude for his service as Chair for the past two years. The Chair **announced** the resignation of Donna Warren, who is surrendering her seat so as to be a candidate for public office.

Harrison Weil, being the next runner-up in the prior delegate elections, **was seated** to complete the unexpired term of Ms. Warren. Thanks were **extended** in absentia to Donna Warren for her service.

REVIEW AND APPROVAL OF THE AGENDA

The proposed agenda is amended and **approved**. (See Appendix B.)

Motion: Terry Goodman moved to approve the minutes of the January 7, 2006 meeting, with a few changes noted since an earlier draft distribution.

Consideration POSTPONED until later in the meeting, without objection.

APPROVAL OF EXCUSED ABSENCES

Motion: The Chair entertains a motion that excused absences be granted for today's meeting for Marie Deary, Bill Gallegos, Ed Pearl.

Sherna Gluck Moved;

Motion PASSES: Y:16, N:1, A:0

Motion: Alan Minsky moves to excuse Sonali Kohatkar's absence since she is working on the fund drive, must appear at the special event tonight, is involved with the RAWA people who are in town.

Motion PASSES: Y:9, N:1, A:4

Motion: Terry Goodman moves to excuse the absence of Marie Armoudian, if she is a delegate.

Motion PASSES: Y:7, N:5, A:1

ITEM III: Report of the General Manager, Eva Georgia.

The General Manager gave a verbal report based upon the written reports previously distributed via email. (See Appendixes C and D, attached.)

Motion: Terry Goodman moves that the minutes of the January 7, 2006 meeting be approved.

Motion PASSES: Y:10, N:0, A:4

AGENDA ITEM III (A). Member Credential Challenge (1:05 pm)

Israel Feuer **presented** issue before board.

The Governance Committee **recommended and moved** the board to deem that Maria Armoudian has resigned, under the Bylaw provision which prohibits a person who holds elected or appointed office or is a

candidate for such office from being elected as a "delegate" and anyone who accepts such an appointment during his or her term on the LSB is deemed to have resigned from the board. The bylaw does not apply to civil service employees. The Governance committee **recommended** Maria Armoudian be replaced because she has been appointed by the Mayor to an advisory board. The committee **recommended** her seat be filled by Fernando Velazquez, who was present in the meeting.

Substitute Motion: As a minority report from the Governance Committee, Don White moved that the LSB refer the issue to the Pacifica National Board for determination, and that pending their decision the seat shall be held vacant and occupied by neither the incumbent nor a replacement.

Motion FAILED: Y:4, N:13, A:4

Motion from the Governance Committee: Finding that Maria Armoudian is deemed by the bylaws to have resigned as a KPFK Delegate by accepting a political appointment during her term of office, Fernando Velazquez shall serve out the remainder of that term.

Motion PASSED: Y:11, N: 6, A:1

Fernando Velazquez is **seated** and **welcomed** to the LSB.

AGENDA ITEM IV. ELECTION OF PNB COMMITTEE MEMBERS (1:20 pm)

Elections were **held** for delegate members of Pacifica National Board committees, with the KPFK Elections Workgroup serving as tellers and the tallying witnessed by the public in attendance. Without objection, nominees were **appointed** when the number of nominees was the same as the number of seats and ballots were marked only for contested elections.

The following persons were **elected:**

Audit: Harrison Weil and Terry Goodman

Elections: Terry Goodman and Harrison Weil

Affiliates: Sonali Kolhatkar and Fernando Velasquez

Archives: Sherna Gluck and Madeleine Schwab

Elections: Terry Goodman and Harrison Weil

Governance: Grace Aaron and Julie Rodriguez

Programming: Sherna Gluck and Kimberly King

Technology: Sonali Kolhatkar and Fernando Velasquez

Committee of Inclusion: Lydia Brazon (Director), Bill Gallegos, Kimberly King, Margaret Prescod, with Alternate: Jan Goodman

LUNCH BREAK 1:42

2:18 MEETING RESUMED

AGENDA ITEMS V AND VI ORDER REVERSED WITHOUT OBJECTION.

ITEM VI: Schedule of LSB meetings for the year:

Based on an email survey and input from members present, Lydia Brazon **recommends** that LSB meetings continue to be held monthly, with meetings alternating between a weekday evening and a weekend day (as previously approved by the LSB). She **reported** a general preference for Saturdays instead of Sundays, Wednesdays instead of Thursdays, and the first, third, or fourth weeks in the month rather than the second.

Motion: David Adelson moves that KPFK LSB meetings be held in the first week of each month.

Motion PASSES: Y:11, N: not counted or recorded.

Finalization of the LSB 2006 meeting schedule will be on the agenda of the March 15th special meeting.

ITEM V: Rescheduling of Diversity Training:

Motion: David Adelson moves to empower the Chair to finalize the diversity training date based on input from members after talking to Bill Gallegos, who has information on dates of trainer availability.

Motion PASSES without objection.

AGENDA ITEM VII, COMMITTEE REPORTS

A. Governance: Consideration of the Governance committee report and the calendar proposal was **postponed** temporarily, without objection.

B. Finance: Terry Goodman **reported** that the LSB Finance Committee normally meets at the station on the Monday night before the LSB meeting. The committee failed to make quorum last Monday, during the fund drive. It will be accepting applications from non-LSB members.

C. Management Review and Evaluation: Sherna Gluck **gave** a verbal report, based on a written report previously distributed via email, supplementary to the committee report presented in closed session. (See Appendix E).

Motion from the Management Review Committee, That the final LSB report and recommendation (in the Program Director Evaluation) be forwarded to the PD with a request for him to append a written response within 30 days, which will then be forwarded to the GM.

Motion NOT VOTED UPON (mooted by substitute).

Motion: David Adelson moves (as amended) that the Evaluation report by the LSB of the Program Director be communicated to the PD and that discussion be held in executive session with the PD concerning this evaluation before the final report is submitted to the GM.

Motion PASSES: Y:10, N:2, A:0

Motion from the Management Review Committee, That all paid and unpaid staff as well as LSB members be invited to complete the 2005 Program Director evaluation.

Motion NOT VOTED UPON.

Motion from the Management Review Committee, That the 2005 PD evaluation be initiated as quickly as possible after the completion of the 2005 GM evaluation.

Motion NOT VOTED UPON.

D. Programming Oversight: Sherna Gluck **gave** a verbal report. (See Appendix F).

Motion from the Programming Oversight Committee (as amended on the motion of Kimberly King), That management be asked to schedule two monthly LSB "Reports to the Listener," at various times, but within the same week of the month, one program in English and one in Spanish, containing the same information. LSB members shall promise to participate as the time and schedule is worked out so that programmers and LSB members can plan in advance.

Motion PASSES (after public comment): Y:7, N:2, A:1

Point of order from Dave Adelson. Time has expired for this agenda item and further discussion requires a motion to extend time. Also, noting the absence of a quorum, it will now take at least seven affirmative votes to pass motions.

Well taken.

Discussion regarding Spanish Language Newscast

Sherna Gluck **gave** a verbal report. Rodrigo Argueta Vargas **gave** a verbal report.

Motion from the Programming Oversight Committee (as amended on the motion of Dave Adelson), That the LSB urges the PD to continue his efforts to insure that the National Spanish Language Newscast has an inclusive process without impairing its ability to produce the program in a timely manner.

Motion PASSES (after public comment): Y:8, N:0, A:0

E. Committee of Inclusion

Motion from the Committee of Inclusion, That the KPFK Committee of Inclusion organize a contingency of people to participate in the annual Martin Luther King Jr. and Caesar Chavez marches in Los Angeles.

Motion PASSES (after public comment): Y:7, N:1, A:1

Point of order: Terry Goodman asserts that the Committees of Inclusion are local committees of the PNB, not the LSB, so motions from that committee are individual motions requiring a second.

Not well taken: The Chair rules that it is okay for the local COI to submit motions for consideration by the LSB.

A. Governance: Lydia Brazon **reports** that first week LSB meetings may conflict with the KPFK fund drive in June.

The Chair **summarizes** the general consensus that LSB meetings shall alternate between the first Saturday and first Wednesday of each month beginning in April, but with the June meeting date a possible exception. A special meeting **will be called** for Wednesday, March 15th.

AGENDA ITEM VIII, PUBLIC COMMENT (3:30 p.m.)

Comments received from Jack, Roger, Myla, Marla, Nathan and Lawrence.

AGENDA ITEM IX. (3:45 p.m.) REPORT FROM PACIFICA NATIONAL BOARD

Dave Adelson **gave** a verbal report and distributed a written report. (See Appendix G).

Motion: Sherna Gluck moves that the General Manager shall give notice of the existence of contracts to all LSB members and provide the text to those LSB members on the Governance Committee for review.

Motion PASSES: Y:8, N:0, A:1

The issue of CPB diversity requirements was discussed. CPB funding levels are at risk if greater diversity on the PNB is not achieved before the June CPB report filings.

AGENDA ITEMS IX AND X ORDER REVERSED WITHOUT OBJECTION.

AGENDA ITEM X OLD BUSINESS

Don White **reports** that the Town Hall Meeting will be on either May 6th or May 20th at SW Community College.

AGENDA ITEM XI PROGRAMMING ISSUES 4:00 pm

Kimberly King **introduced** and **summarized** a written report on the work of the interim Program Council (see Appendix H), a written report on recommendations for a permanent program council (see Appendix I), and a written report regarding the National Programming Policy Proposal (see Appendix J). She requests individual feedback from LSB members.

AGENDA ITEM XII, NEW BUSINESS 4:35 pm

Lydia Brazon **invited** LSB Members with ideas for bylaws improvement to attend Bylaws Workgroup meetings.

Sherna Gluck **requested** that public discussion of the National Programming Policy Proposal be placed early on the agenda of the next meeting. She **announced** earlier that she will be out of the country on March 15th and suggested that iPC Chair Michael Novick be invited to present to the LSB on this topic.

AGENDA ITEM XV, NEXT MEETING: The next meeting will be a special meeting to be held Wednesday, March 15th at 7:00 p.m. perhaps at the Holman United Methodist Church on Adams or at the Labor Center.

ADJOURNMENT: The chair **adjourned** the meeting at 4:45 p.m.

Minutes prepared by Marjorie M. Mikels < m4justice@verizon.net This email address is being protected from spam bots, you need Javascript enabled to view it > (909) 981-2030

These minutes were approved on April 15, 2006.

APPENDIX A - Meeting Notice

This meeting was previously noticed without mention of a scheduled closed session. This update was posted on 02/15/06. The KPFFK Local Station Board will begin its regular public meeting on Saturday, February 25, 2006, at 11:00 am downstairs in the Geneva Room of Immanuel Presbyterian Church, 3300 Wilshire Blvd., Los Angeles, CA 90010-1702, three blocks west of Vermont at Berendo. The agenda will include election of 2006 term delegate members of PNB committees and a discussion of the interim Program Council and the LSB's role in programming oversight.

NOTICE OF CLOSED SESSION

At 10:00 am, before the public meeting, the LSB will meet in closed session to discuss a personnel matter. Specifically, the LSB will hear a report from the LSB Management Evaluation and Review Committee with respect to the LSB's evaluation of the KPFFK Program Director.

Posting Refs:

http://www.kpffk.org/index.php?option=com_content&task=view&id=1398&Itemid=100

http://www.kpffk.org/index.php?option=com_events&task=view_detail&agid=742&year=2006&month=02&day=25&Itemid=63

<http://disc.server.com/discussion.cgi?disc=165346;article=39018>

<http://disc.server.com/discussion.cgi?disc=203188;article=8536>

APPENDIX B - Proposed Agenda

Proposed Agenda, KPFFK LSB Meeting, Feb. 25, 2006

Immanuel Presbyterian Church

3300 Wilshire Blvd (at Berendo and Wilshire)

Los Angeles, CA 90010-1702

I: Call To Order, Call Of The Roll, Welcome & Acknowledgements, Review And Approval Of The Agenda, Approval Of Minutes, Motion For Excused Absences [8 Minutes]

II: Comments By The Chair [3 minutes]

III. Report by the General Manager [15 minutes]

IV. Election of PNB Committee Members (the Committees are: Governance, Audit, Programming, Technology, Elections Review, Archives, Affiliates and the Committee of Inclusion) [60 minutes]

a) Chair Introduces the Process and has PNB Directors briefly describe the different PNB Committees one at a time, self and other nominations are accepted after each brief committee description. [45 minutes] b)

Election [15 minutes including voting tutorial given by Jack VanAken representing the Elections Working Group of the KPFK LSB Governance Committee]

V. Rescheduling of Diversity Training for either April 14 or April 28. [5 minutes]

VI. Schedule of LSB meetings for the year. [7 minutes]

VII: Committee Reports: [A] Governance [B] Finance/Development [C] Management Review & Evaluation [D] Programming Oversight [E] Outreach [F] Arts Committee [G] Committee Of Inclusion [All committees have 10 minutes as needed; some committee reports can be shorter = 45 minutes]

VIII. Public Comment [10 minutes]

IX. Lunch Break [40 minutes]

X. Pacific National Board/Directors' Report [15 minutes]

XI. Old Business: Town Hall Meeting - Don White [2 minutes]

XII. New Business [10 minutes]

XIII. Public Comment [10 minutes]

XIV. Programming Issues [2 hours]

a) Report on the work of the Interim Program Council - Kimberly King [20 minutes]

b) Recommendation for the establishment of a Permanent Program Council from the joint meeting of the Interim Program Council and the Programming Oversight Committee - Sherna Gluck, Michael Novick & Kimberly King [80 minutes]

c) National Programming Policy, Issues & Process - Michael Novick, Sherna Gluck [20 minutes]

XV. Next Meeting/ Adjournment [3 minutes]

(Consistent with Board Policy the Chair will call for Public Comment at various points in the agenda. Any unused portion of the 30 minutes assigned to Public Comment will be used in Agenda Item XIII.)

APPENDIX C â€“ General Managerâ€™s Report

Local Station Board Report
KPFK Radio, Los Angeles
Eva Georgia, General Manager
Febâ€™ 2006

GENERATOR:

As part of KPFKâ€™s October 2005 fund drive we raised an additional 70K to enable us to provide back-up power generators for the studio and transmitter site. We purchased two small natural gas powered emergency generators. On February 9th the wiring and installation was completed on the generator that provides emergency power to the downstairs studio area and is on line, tested and ready to go. The wiring for the second generator that provides power to the upstairs studio area will be completed the first week in March. The large emergency power generator for the KPFK transmitter site is being built and will be delivered to Mt. Wilson in March.

XLNC:

Following my negotiations with XLNC on January 31, the Chair of the Board of Directors of XLNC had agreed to cancel their appeal for broadcasting from the San Diego studio and instead focus on the joint application for transfer of frequency that was filed in July 2004 between KPFK and XLNC. The FCC has requested further information from XLNC in regards to coordinating possible transfer to XLNC frequency. Our FCC attorney John Crigler is currently working with XLNCâ€™s attorney. Further information will be made available as soon as it becomes available to us.

CAB:

CAB members met with KPFK GM and LSB members on January 18. A follow-up meeting is scheduled for March 7th. We are currently trying to re-invigorate the CAB members. The CPB report is due on March 10th.

PNB MEETING:

PNB meeting will be hosted in L.A. from March 23 to March 26. KPFK had contacted the Sportsmanâ€™s Lodge to obtain pricing and contact information. This information was then forwarded to National so that they could do the final negotiations. There will be a tour of KPFK on Friday, March 23 and we will host a dinner at Mamaâ€™s Hot Tamales on Saturday, March 24.

KPFK GRANT:

KPFK received a check in the amount of \$15,000 in early February from the National Council of Humanitarians. The money is to be used to produce audio documentaries on Katrina survivors

now living in LA. The project name is "From the Gulf Coast to the West Coast Katrina Before and After". The project director will be Debo Kotun.

FINANCE:

One of my recommendations to the committee was for GM and treasurer to review financial reports on a monthly basis. I had my first meeting with Casey McFall and the Finance Department where we reviewed the general ledger for October through January and cross-referenced the return checks from the bank against the actual bank statements.

WINTER FUND DRIVE 06:

Given that we had two holidays during this fund drive there has been a financial impact, as a result we are extending our fund drive through Tuesday, February 28. KPFK Fund drive analysis will be provided after the drive.

CAR DONATIONS:

Total since active promotion of the program has increased to \$23,000. The money received from this program is being allocated to the Outreach Committee to finance their projects.

OUTREACH:

KPFK instituted a slogan contest that was headed up by the Development Director and Outreach Committee. We received several slogans and the GM reviewed the final 10. The #1 slogan that was chosen, accepted and instituted by the Outreach Committee for the fund drive is "Radio Powered by the People". All other slogans that were submitted to KPFK will be periodically used for future Outreach Campaigns.

1st ANNUAL SUMMER CONCERT:

KPFK signed a contract with the Ford Amphitheater for July 23, 2006 to host our first music concert.

APPENDIX D " KPFK.ORG Web Report

WEB REPORT FOR KPFK.ORG

Feb 24th, 2006

SUMMARY

Total Website Hits for January, 2006 4,076,602
Total Website Hits for December, 2005 2,754,590

- + Web Traffic has doubled coming into our Fund Drive
- + The live stream server has had a new version of the Linux operating system installed to insure that all our online streams are running as reliably as possible.
- + 2005 Web Highlights (listed below on page 2)

The most popular destinations on KPFK.ORG are:

Listen Live (Live Webcast)	618806
KPFK Contacts and Location	32656
Audio Archives	21094
Program Schedule	17597
Program Highlights (Uprising Info)	15567
Film Club Info	14879
Pledge Support	11820
Something's Happening Program Guide	6415
Today On BENEATH THE SURFACE AT 5PM	6376
Democracy Now! Info Page	6213
Aware Show Info Page	3850

Latest Web Summary:

In depth statistics for KPFK.org can be viewed at <http://www.kpfk.org/awstats/awstats.pl>

KPFK Web Production Report 2005

Highlights of New Items and Features developed in 2005

1. **Interface** - The new version of the site is now available in English and Spanish
2. **Independent Webcast** - The webcast of KPFK's live signal has been re-routed, independent of the transmit signal, so if the transmission goes down the webcast continues uninterrupted, *and* there is a backup webstream in case one of the webstreams goes down.
3. **News** - News ticker that displays timely news-items.
4. **Navigation** - Site Search, The site now has full search functionality to help visitors find what they are looking for.
5. **Calendars** - Rather than having three events calendars, we now have one calendar and it designates between KPFK sponsored and other non-sponsored events. Including a mini calendar right on the front page.
6. **Interactive Program Schedule** - The previous online schedule was only a static image file with no link. A new dynamic schedule with individual links to program info is now online.
7. **Audio Archives** - The Audio Archive section has been integrated within the site, rather than as a remote pop-up.
8. **Film Club** - There is a section dedicated to the Film Club. Where members can schedule reservations online (for select films)
9. **Audio Streams** - We've set up three streams. One which is hi quality stereo, this offers people with hi speed connections the option of a faster, cleaner signal.
10. **Podcasts** - Audio *and* video podcasts are now available for selected programs.
11. **Premium Acquisitions** - A major job! We have eliminated paper acquisition forms and now all premium acquisition for fund drives is done online.
12. **Secured Shopping Cart** - All unlimited premiums have been made available via a secured online cart which I created; it allows subscribers to pledge online with credit cards. The amount of online pledges has increased consistently over the last three fund drives.
13. **Online Polls** - We have conducted a number of online polls. The listener participation has been very positive on these.
14. **Special Print Function** - After requests from listeners, a special function that allows visitors to print only the focus content, such as the program schedule, without printing out the menus and other web navigation items was added.
15. **Increased Stream Capacity** - The online listener capacity has been increased by 300%

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APPENDIX E - Management Review Committee Report

Report from Management Review Committee

- for open session -
Sherna Gluck, Acting Convenor

The management review committee completed its analysis of the PD evaluation forms and will be presenting its findings to the LSB in Executive session on 2/25. It is starting to work on development of a short form for 2005 evaluation of the GM and as soon as that process is underway, will initiate the 2005 PD evaluation process. A safe,

computerized response capability is being discussed with the webmaster in order to develop a procedure that will enable surveying all the unpaid staff.

The following recommendations are made re the process for the PD evaluation:

- ✓..... That the final LSB report and recommendation be forwarded to the PD, with a request for him to append a written response within 30 days, which will then be forwarded to the GM.
- ✓..... That all staff (paid and unpaid), as well as LSB members, be invited to complete the 2005 evaluation.
- ✓..... That the 2005 PD evaluation be initiated as quickly as possible after the completion of the 2005 GM evaluation.

APPENDIX F - Programming Oversight Committee Report

I. PROGRAMMING OVERSIGHT COMMITTEE - Sherna Gluck, Convenor

A. LSB Report to Listeners

NOTE: the following motion, passed at the ProC meeting of 2/8/06 is a follow up to the earlier motion passed at its meeting of 1/11. There was not LSB meeting subsequent to that meeting.

1. Resolved that management be asked to schedule a monthly LSB "Report to the Listener" at various times, but within the same week of the month. The shows should alternate between English and Spanish. LSB members shall sign up to participate as the time and date schedule is worked out, so that programmers and LSB members can plan in advance.

Passed 7-1, Israel Feuer dissenting on the question of automatically rotating between Spanish and English every other month. (The first show, as previously planned, would include the new LSB chair and the new PNB members.)

2. Earlier motion passed.

Several ideas were discussed leading to the motion, below:

- a) that we have a regularly scheduled LSB report to the listener, slightly prior to the scheduled LSB meeting so that agenda items could be presented to encourage listener input and participation;
- b) that the next immediate report consist of the introduction of the new LSB chair and the new PNB members.

Motion to plan two shows with four members of LSB (Eng and Sp.) and that the working group convene to plan future shows (Passed without dissent)

B. Spanish language newscast

[NOTE: This motion supersedes one passed originally at ProC meeting of 1/11 that called on PNB to adopt a timeline and a plan to call for proposals. This became moot by the time of the February meeting.]

Resolved that in order to facilitate democratic participation in the implementation of the national Spanish language daily newscast, we recommend that the Program Director and Project Director work with programmers to form an initial editorial board that represents

the broad range and diversity of the Spanish language programmers at KPFK, in place of the "traditional news room format with an Executive Producer [and] Producer." This board shall develop a process for adding members from all five Pacifica stations and from participating affiliates. We further recommend an immediate open call for proposals for segments and participants.

Passed unanimously.

APPENDIX G - PNB Report

From: David Adelson

Date: Sat Feb 25, 2006

Subject: pnb report

Report on actions taken at PNB meetings on 1/27-29/06 (Washington DC) and 2/20/06 (teleconference)

National Finance Committee (NFC) motions:

Only two of the 4 motions proposed by the National Finance Committee were considered. These were motion 1 and motion 4 in the attached NFC report.

Motion 1, concerning payment to persons for making fundraising appeals failed by a vote of 5 Y, 12 N.

Motion 4, concerning funding the National Spanish Language Newscast, to be based at KPFK, passed unanimously (20 Y).

The key provision of the funding policy for the Spanish Language Newscast is as follows:

That KPFK shall be authorized to use the 15K that it had budgeted for the bylaws convention to fund the National Spanish Language program. That 1K per month of National Office "Other Programming" budget line be allocated to the National Spanish Language program (note: the National Office has 6K per month total budgeted for Other Programming). That other stations be authorized to contribute up to 10K each to the National Spanish Language program, with the amount to be negotiated, and the funds to come from the funding originally budgeted for the bylaws convention.

Motion 2 (concerning GM expense reimbursements) and Motion 3 (concerning reporting relationship of Business Managers to the CFO) were postponed until the Feb. 20 PNB teleconference.

The NFC submitted a proposed budget calendar for approval by the PNB at the Feb. 20 PNB teleconference, but the NFC report was postponed due to time constraints. The final proposed budget calendar is attached to this report.

Governance Committee motions:

The Governance Committee proposed 2 motions, one concerning the contracts approval process, the other concerning the status of Susan Young, chair of the KPFT LSB, due to her service on the Miller Theater Advisory Board.

At the 1/27-29/06 PNB meeting, the board voted to table the resolution of the Governance Committee concerning Susan Young, by a vote of 12 to 6. Since that vote, Ms. Young has opted to resign from service on the Miller Theater Advisory Board.

The PNB postponed the contracts policy until the Feb. 20 teleconference.

The PNB approved the contracts policy contained in Appendix 3 at its Feb. 20 teleconference.

OTHER ITEMS

1) Next Meeting:

The next in-person meeting of the PNB will be March 24-26 in Los Angeles, most probably at the downtown Holiday Inn (a unionized hotel).

2) Affiliate Director election:

There will be a special teleconference meeting of the PNB on March 1 to interview candidates for affiliate director seats. The candidates are Nathan Moore of WORT, Madison, WI; Ebon Dooley of WRFG, Atlanta; and Rip Robbins of KSVR, Mount Vernon, WA.

Elections for affiliate directors will be conducted by mail-in ballot, prior to the March PNB meeting, so that only those candidates who are elected will attend. This alteration to the method described in the bylaws is permitted under Robert's Rules of Order, which allow for Suspension of the Rules for provisions of the

bylaws which are in the form of Rules of Order. A complete description of the relevant portion of Roberts and of the Pacifica Bylaws are described in Appendix 4 of this report.

3) Programming Policy consideration delayed

At the 1/27-29 meeting, the PNB voted unanimously to postpone consideration of the Programming Policy, in order to solicit further input.

4) WPFW PNB representative election dispute

At the 1/27-29 meeting, the PNB voted to refer the dispute over the WPFW PNB representative election to the WPFW LSB. At the 2/20/06 PNB teleconference, the PNB voted to refer the question to the PNB Coordinating Committee. The PNB Coordinating Committee will be considering the matter at its March 6 teleconference.

5) Elections supervisor hiring approved

At its 2/20/06 teleconference the PNB voted to authorize the ED to hire the elections supervisor as soon as is practicable. The bylaws call for the elections supervisor to be hired in May. The reasoning behind the suspension of the rules to allow the elections supervisor to be hired earlier than May is identical to that for item 2 above, on the Affiliate Directors election.

6) CPB diversity requirements

The CPB requirements for achieving minority status, which lowers the audience and listener-support thresholds for funding. Details on this are contained in Appendix 5. At the moment, 9 of 20 PNB members from the sister stations are people of color. Only one of the affiliate director candidates is a person of color. Failure to achieve a board of at least 50% persons of color by June could result in a reduction of CPB grant funding at 3 of our 5 stations. KPFFK elected only one person of color to the PNB, while KPFT elected none.

Respectfully Submitted,

Dave Adelson

2/25/06

APPENDIX 1:

National Finance Committee (NFC) Report to the Pacifica National Board

Submitted for consideration at the Jan. 27-29, 2006 PNB meeting, to be held in Washington DC

The NFC met on 11/17/05, 12/1/05, 12/22/05, 12/29/05, and 1/17/06. Below are a list of motions approved for consideration by the PNB, followed by a brief summary of issues the committee is presently working on.

MOTIONS for consideration by the PNB

1) Concerning payment to persons for making fundraising appeals:

Whereas, the Pacifica Foundation is one of the last bastions of free speech and that the first purpose of the Pacifica Foundation as stated in the bylaws is as follows: "To establish a Foundation organized and operated exclusively for educational purposes no part of the net earnings of which inures to the benefit of any member of the Foundation." *Resolved*, that all on air appeals to the community and listeners for funds by individuals or groups shall be voluntary and/or part of normal Pacifica job responsibilities whether paid or unpaid staff, volunteers, or board members. The Pacifica Foundation shall practice what is written in the bylaws and shall not allow members to benefit or inure from earnings of the Foundation and that the practice of "paying to pitch" or exchanging cash or other assets that may include airtime, premiums, or equipment is a violation of the bylaws of the Foundation. (considered on 11/17/05, approved without objection)

2) Concerning General Manager Expense Reimbursements:

Resolved, that all General Manager expense reimbursements must first be submitted via expense reports with receipts attached for approval to the Executive Director (or CFO in the ED's absence) before General Manager expenses are reimbursed. An implementation plan will be developed by the CFO and brought to the NFC for review. (considered on 12/1/05, approved without objection)

3) Concerning reporting relationship of Business Managers to the CFO:

That the role and authority of the CFO includes a dotted line reporting relationship from the station Business Managers to the CFO (considered on 12/1/05, approved without objection).

4) On funding for the National Spanish Language Programming:

That KPFFK shall be authorized to use the 15K that it had budgeted for the bylaws convention to fund the National Spanish Language program. That 1K per month of National Office "Other Programming" budget line be allocated to the National Spanish Language program (note: the National Office has 6K per month

total budgeted for Other Programming). That other stations be authorized to contribute up to 10K each to the National Spanish Language program, with the amount to be negotiated, and the funds to come from the funding originally budgeted for the bylaws convention. The station managers and the LSBs of contributing stations shall approve those stations' contributions. The KPFG GM shall submit a proposed budget to the national office for approval prior to initiation of the program as a national program, indicating how these funds would be specifically used to fund the project. The National Office shall review the budget six months after the initiation of the program as a national program. The NFC recommends that a performance review of other aspects of the program be conducted by the appropriate bodies simultaneous with the financial review. (considered on 1/17/06, approved without objection)

Items currently under discussion/being worked on by the NFC

1) The NFC is currently working with the CFO on developing a budget timeline, to improve the process for approving the budget in a timely fashion. The timeline below represents the current state of the proposal. Additional changes to clarify the specific steps are being developed, and we will be considering what to do in the event the deadlines for each step are not met. The NFC contemplates that a final proposal on budget timeline will be submitted to the PNB for its approval by the PNB's February 2006 teleconference meeting.

[note: the draft timeline contained in this report was deleted to prevent confusion with the timeline printed in Appendix 2 of this report]

2) The NFC is currently considering the best way to get all parties involved in the budget process working effectively together. The NFC is considering two proposals, one that calls for business managers and treasurers to be invited to a finance retreat to work with the National office finance staff prior to the March 2006 PNB meeting, another that calls for the CFO and one or two other National Office personnel to travel to each station signal area to conduct a briefing and training.

3) A working group of the NFC is presently working to develop policies that concern surplus and reserve requirements.

4) A working group of the NFC is presently working on improving the organization of the general ledger. The next meeting of the NFC has been set for Thursday, February 16, 2006 at 8 pm Eastern time.

Respectfully submitted,

Dave Adelson, Chair, National Finance Committee, 1/17/06

APPENDIX 2:

FINAL BUDGET CALENDAR PROPOSAL by NFC

Approved by the NFC on 2/16/06 - still pending action by PNB

Deadline	Who Initiates	Action
A Mar 20	CFO	Meet with treasurers to outline budget development Process and paperwork submission. Call for budget Priorities to be discussed in various venues.
B By Apr 30	LSB's, in consultation with GM's/BM's	Identify and rank budget priorities in order of importance: Scale of 1-5 where 5 is high.
C By May 31	GM's/BM's, in consultation with LSB's/ Local Finance Committees, ED, and CFO	Generate Draft Station Budgets and submit to CFO
D By Jun 30	CFO	Compile and Distribute Draft Network Budget to LSB's And NFC for review
E By Jul 31	LSB's	NFC Review Draft Station budgets (LSBs)/ -- Approve As-Is or with amendments National Office budget (NFC) -- Approve As-Is or with amendments
F By Aug 7	CFO	Compile and Distribute Final Budget Proposal to NFC for Approval
G By Aug 31	NFC	Review Final Network Budget Make recommendations for PNB adoption
H By Sep 7	CFO	Distribute Final Budget Proposal to Board

APPENDIX 3:

PNB Governance Committee Report

For the January 2006 PNB Meeting

Washington DC

At the June 2004 PNB meeting in Houston, the PNB referred a motion was passed asking the PNB Governance committee to develop a policy on contracts oversight. The relevant part of that motion read as follows:

" 1) That the PNB Governance Committee shall develop a policy regarding preview of and/or approval of contracts developed by and/or entered into by Pacifica Foundation or any of its stations/units, to be presented for Board consideration at the next regularly scheduled meeting of the Pacifica Foundation Board of Directors."

The Governance Committee has been working on developing such a policy since that time, and this year, convened a working group to focus on it. Draft versions of the policy were considered by the full committee at its meetings on the following dates: 7/25/05, 12/18/05, 1/19/06

Input was solicited from the iED and the GMs via email requests all on 12/13/05 and again on 12/18/05. We received a response only from one GM, Ms. Georgia of KPFK.

At its 1/19/06 meeting, the committee approved the following policy language on contract oversight, for presentation to the PNB for its consideration:

"The Executive Director, CFO, or relevant executive with responsibility for the contract, will inform the PNB Coordinating Committee (for contracts concerning national units or network-wide contracts) or the LSB (for contracts concerning local stations to be signed by a local station executive) of the intent to develop, establish or enter into new contracts at least 14 days before taking action on such contracts. This notification shall be provided by E-mail.

The policy shall apply to contracts for which any of the following apply:

- 1) standard employment contracts
- 2) insurance contracts
- 3) contracts addressing intellectual property and/or distribution rights of programming produced by Pacifica or using Pacifica's facilities, or to be aired or distributed by Pacifica.
- 4) standard affiliate contracts
- 5) contracts with aggregate annual amounts over \$30,000.

The Coordinating Committee (for contracts concerning national units or network-wide contracts) or the LSB (for contracts concerning local stations) shall have authority to request PNB review prior to execution of particular contracts if it feels that review or approval are to fulfill responsibilities defined in the bylaws necessary. The Coordinating Committee may refer appropriate contracts for review to other committees of the PNB for review. The Coordinating Committee shall include a list of all contract notifications received and referrals in its minutes.

Since the policy concerns oversight of the power of the ED and/or CFO to execute contracts, the ED and CFO shall recuse themselves from any vote, but not discussion, of the Coordinating Committee on whether to request review and approval by the PNB. The National Finance Committee shall be notified of all contracts for annual amounts over the specified dollar amounts prior to the signing of the contract.

The intent is that the policy shall apply for standard contracts when such contracts are created or altered, but such review is not required for each execution or renewal of the standard contract with each particular party.

This policy applies to review/approval processes for contracts. It is the intent of the governance committee, in collaboration with the administrative council, to develop further policies on the contracting process concerning issues such as competitive bidding, documenting needs or rationale for the contract, etc. This policy shall remain in effect for six months at which time potential changes to the policy may be considered.

The Governance Committee is working on specific policies to apply to review of union contracts."

In addition to its consideration of the policy on contracts, the PNB Governance Committee also has taken up the issue of whether KPFT LSB Chair's service on the Miller Theater Advisory Board (MTAB) violates the provision in the bylaws, Article 4 Section 2 that prohibits service on boards by "any person who holds

any elected or appointed public office at any level of government , federal, state, or local , or is a candidate for such officeâ€œ"

The committee recognized that Ms. Young acted in good faith and sought the advice of the elections supervisor regarding whether her service on the MTAB violated this section of the bylaws, and she was advised that it did not. However, after consideration of the details of the case, and with reference to the original written comments of the elections supervisor regarding criteria for determining whether service on particular bodies might constitute service at some level of government, the Governance Committee voted in favor of the following motion, for consideration by the PNB:

"Susan Young be required to resign from the LSB as long as she serves as an appointee on the Miller Theater Advisory Board. This is not a precedent."

The reason the committee specified that this ruling should not set precedent is that the committee is in the process of working to develop unambiguous guidelines for determining compliance with Article 4 Section 2 of the bylaws. The committee lacked the time to fully develop clear language in time for consideration by the PNB at this meeting, but will do so as early as possible.

I have included a memorandum written by Richard Phelps as an addendum to this report, as the information in this memorandum served as a helpful summary of the history of the issue and the key issues bearing on it.

Respectfully submitted,

David Adelson

Chair, PNB Governance Committee

January 26, 2006

Addendum: Memorandum from Richard Phelps re: Susan Young's service on the Miller Theater Advisory Board (rec'd 1/19/06)

Dear People: I have been asked to provide my legal opinion on the issue regarding Susan Young being on the Miller Theater Advisory Board (MTAB) and the KPFT LSB. I do not know her and I barely know the person that asked me what I think about this while working on the NEC. My interest is purely legal in terms of proper interpretation of our Bylaws. The section in question states as follows:

SECTION 2. ELIGIBILITY; NOMINATION OF DELEGATES

A. ELIGIBILITY

Any Listener-Sponsor Member in good standing, except radio station management personnel or Foundation management personnel or staff members, may be nominated for the position of Listener-Sponsor Delegate for the Foundation radio station with which s/he is affiliated by the signatures of fifteen (15) Listener-Sponsor Members in good standing who are also affiliated with that radio station, provided, however, that no person who holds any elected or appointed public office at any level of government , federal, state, or local , or is a candidate for such office shall be eligible for election to the position of Delegate. A Delegate shall be deemed to have resigned the position of Delegate if s/he becomes a candidate for public office or accepts a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies. (Emphasis added)

If we take the Section literally we would have to hold that Susan Young is ineligible to be on the LSB while on the MTAB as would anyone who held an elected or appointed public office at any level of government. An earlier opinion by a National Election Supervisor, Terry Bouricius, opined for a looser standard. Under his view anyone that was on a government board that was purely advisor would be OK to serve on the LSB concurrently. I have no problem with that limitation since it would allow people in purely ceremonial positions to be on the LSB. However, the PNB could hold to the strict literal interpretation if it desired to and would likely be supported by California courts. I think Terry Bouricius' analysis is reasonable and functional and at the end of the reasonable bounds of the intent of this section which appears to be designed to avoid crossed power lines between Pacifica governance and our governments. Below is Terry's original written opinion.

"INTERPRETATION of Article 4 Section 2 Disqualification for elected and appointed public office candidates and office holders.

This is how this Bylaws provision will be interpreted for the purposes of inclusion or disqualification of candidates on the ballot, but please be aware that my interpretation is not binding on future legal challenges that could occur.

Assuming the term "elected public office" is reasonably clear, I will focus on the meaning of the term "appointed public office" at the local, state and federal level.

I believe this term applies to offices that are created by municipal charters, or state or federal statutes, that exercise some decision making authority with direct impact on the public, or administer public funds.

I do not believe this term applies to advisory bodies, or positions or bodies created by resolution or executive action, that do not have the authority of law.

For example, a "Tax Abatement Commission" authorized by a municipal charter that had authority to grant tax abatements WOULD be an "appointed public office," while a Sister City Commission created by municipal resolution that advised a city council on policy options would NOT be an "appointed public office.""

Terry Bouricius

Pacifica National Elections Supervisor

Now we have a more liberal rule to apply to Susan Young. Thus we must look at her position on the MTAB. Below are the duties listed on the MTAB web site:

"The Miller Theatre Advisory Board (MTAB) is appointed by Mayor Bill White and confirmed by Houston's City Council.

Through Section 32 of the City of Houston's Code of Ordinances, MTAB has the following duties:

- * Administers grants to organizations performing at Miller Outdoor Theatre.
- * Solicits donations to support the Theatre, and manages donations received.
- * Manages the contract for Miller Theatre's Concession operations. Proceeds from concession sales support Miller Outdoor Theatre's free season.
- * The Miller Theatre Advisory Board manages an allocation of Hotel Occupancy Tax to support performances in the Free Season.

To apply for these funds, please download and complete a Grant Application."

After a review of the above it is clear that the MTAB is not advisory, but in fact distributes tax dollars and manages donations received. It also manages contracts for concessions. There is no other possible conclusion but that a person serving on the MTAB is ineligible to be on an LSB even with this most liberal interpretation of the Bylaws a court would allow.

The fact that Susan Young was erroneously allowed to serve on the LSB doesn't allow her to continue to violate the Bylaws. She needs to immediately resign from one or the other. If she doesn't any votes that she takes will be subject to review and redoing. The fact that she told people the truth about being on the MTAB before she was elected doesn't keep her on. It does establish the the problem was not hers. However, since this has come up she should have made a choice and resigned to avoid possible revotes. As pointed out above the Section in question, if read literally, would require her to make a choice and so does Terry Bouricius' opinion which I think can barely pass muster at the end of reasonable interpretation. All the other arguments about the good she can do being at both palces and the good she has done while on the LSB are irrelevant. The only facts that matter in this type of a review are the nature of the MTAB's duties and the Bylaws Section on this issue. Also irrelevant is the issue of how she was allowed to be on the LSB. The latter may be appropriate for a seperate investigation since she obviously is not eligible under any reasonable application of Terry's opinion. That does not involve her since she did not withhold her position on the MTAB from election officials I am told.

It is an unfortunate reality that this mistake was made and yet we must not selectively enforce our Bylaws. They must be applied fairly and uniformly to all. It is my firm opinion that any California court confronted with this situation would rule that a LSB member can not also be a member of the MTAB under our Bylaws. To allow her to continue on both is asking for serious legal problems including redoing numerous elections where her vote would make a difference among other things.

Richard Phelps

Attorney/Mediator

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APPENDIX 4:

Description of suspension of the Rules to allow affiliate director elections prior to the March 24-26, 2006 PNB meeting

With respect to the suspension of rules contained in the bylaws, Roberts' states the following (Section 25):

RULES THAT CANNOT BE SUSPENDED. Rules contained in the bylaws (or constitution) cannot be suspended - no matter how large the vote in favor of doing so or how inconvenient the rule in question may be - unless the particular rule specifically provides for its own suspension, or unless the rule properly is in the nature of a rule of order as described on page 17, lines 22-24. Similarly, no applicable procedural rule prescribed by federal, state, or local law can [page 255] be suspended unless the rule specifically provides for its own suspension.

Page 15 of Roberts' states:

The term rules of order refers to written rules of parliamentary procedure formally adopted by an assembly or an organization. Such rules relate to the orderly transaction of business in meetings and to the duties of officers in that connection. The object of rules of order is to facilitate the smooth functioning of the assembly and to provide a firm basis for resolving questions of procedure that may arise.

Page 17, lines 22-24 state:

Rules clearly identifiable as in the nature of rules of order that are placed within the bylaws can also be suspended by a two-thirds vote; but, except for such rules and for clauses that provide for their own suspension, as stated above, bylaws cannot be suspended.

Article 5 Section 4B of the Pacifica Bylaws state

As the first order of business at the Board meeting in March each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method. Affiliate Directors shall serve for a one-year term which shall commence immediately upon their election.

As this provision of the bylaws is in the form of a rule of order, the PNB has opted to suspend this rule to allow for election of affiliate directors via mail-in ballot prior to the March 24-26 PNB meeting.

APPENDIX 5:

Correspondence from the CFO regarding qualification criteria for CPB minority station status

To: PNB

Fr. Lonnie Hicks, Chief Financial Officer

Re: Compliance and Minority Issues from the CPB

FYI -Have be working with the Coordinating Committee on this issue. As you all know our some of our funding may be at risk in relation to these issues.

Hello All

I contacted our CPB person to get answers to questions around minority representation on the National Board and below are some answers to specific questions.

1-Do all five of our stations meet two of the three criteria established?

The answer was yes. The criteria are that a station must meet two of the three criteria:

- a) 35% minority listeners
- b) 50% minority staff
- c) 50% Governing Board

2- Does LSB representation count?

The answer was no--National Board is what counts-It is the license holder.

3- What is the Arbitorn period that will be used to make audience determinations?

One year-Spring 2004 to Spring 2005. Let's hope the audience mix holds

4-What is the deadline for compliance on the National Board

Answer: June 2006

5- What is the mix of stations in terms of which stations meet which two of the three criteria.

Answer: He will do a report and send it along . See below

Hi Lonnie,

Regarding station minority status, here's the breakdown for the current 2006 grants:

KPFA met the board and staff requirement, and not the audience.

KPFT met the board and staff requirement, and not the audience.

KPFB met the board and staff requirement, and not the audience.

WBAI met all three requirements.

WPFW met all three requirements.

Hope that helps,
Sean

APPENDIX H - Summary of Joint Meeting, iPC and PrOC
NOTES - PART I - iPC-PrOC meeting, 1-19-06, Peace Center, from approximately 7:00 PM to 10:00 PM.

In attendance at least part of the time:

PrOC members Rodrigo Argueta, Israel Feuer, Sherna Gluck, Jane Hallaren, Alan Minsky, Michael Novick, Lawrence Reyes, and Don White

iPC members: Don Bustany, Tom Camarella, Woodrow Coleman Arturo Lemus, Michael Novick

PD, Armando Gudino

Part I: PNB Programming Policy

Armando and Alan elaborated on the content and process of development of the national programming document. There was little action on developing the document during the whole first year or more of the existence of the PNB's Programming Committee. Rob Robinson of WPFW took over as chair during its second year, and pushed the process forward. Although some people thought the policy issue was mostly about how to develop and staff Pacifica network broadcasts such as convention coverage (which had been controversial within the network regarding participation of local stations and local programmers), Robinson drafted a much more comprehensive document addressing all programming throughout the network, including by each local station as well as affiliates, both network broadcasts and nationally-produced regular national (syndicated) programming, and many other questions. [Please read the document closely and thoroughly if you have not yet done so!] There was no discussion with constituents or local stations prior to its adoption by the committee, although the committee did include representation from local stations, directly from the LSBs and indirectly via the PNB (composed of local station delegates). It has been presented as a "final draft" for consideration by local stations and adoption by the PNB. The draft is basically what Robinson produced and was adopted by the committee by a substantial majority after they went over it.

It is a very significant document. It defines roles and responsibilities for implementing programming policies locally and nationally; it establishes the position of a national programming coordinator who will oversee all Pacifica programming and implementation of the policies and guidelines, and it provides definitions of national programming, network broadcasting, commissioned programming, as well as outlining key criteria for evaluating programming in an attempt to provide cohesive national standards.

Sherna pointed out that the LSB passed a resolution calling for no action to be taken on approving the document until all LSB's and local station areas had a full discussion, and directing KPFFK delegates to take that to the PNB and lobby other stations to agree. Robinson has been calling repeatedly for individual local feedback from GMs and PDs, and that is not sufficient. There is a need for more than just "input." Don White called for delineation of specific amendments.

It appears that a significant national majority favored adoption of this document in the committee, related to struggles over programming that exist at many of the individual stations apart from KPFFK. Some people see WBAI as being in a fiscal crisis related to programming; some want WPFW and KPFT to shift away from mostly music oriented programming, some people want to counter strong staff domination of programming decisions at KPFA. Some people believe the current urgent push for adoption of this policy is in order to create and fill the post of national programming coordinator.

The actual timetable for a response is unclear. The PNB turns over its membership entirely (even if some members are re-elected) so the current PNB has not been seated yet, and thus there is no agenda. They will

meet and decide what to put on the agenda and in what order next weekend.

A number of key content issues were identified as troublesome:

- 1) implication that programming will be evaluated by Arbitron ratings and fund-raising ability during fund drives;
- 2) centralization of power and authority over all programming and emphasis on more (and more) nationally produced syndicated programming;
- 3) absence of any implementation or recognition of the Pacifica Race & Nationality Policy in the evaluation or development of programming;
- 4) absence of any mandate for airing discussions of Pacifica issues on the stations; use of Democracy Now! and the proposed Spanish language (inter)national newscasts as "models" for national programming or program development without examining anything concretely about either one, or consideration of alternate models;
- 5) implication that the ability of programs to attract listeners able to contribute to network "development" campaigns (that is, big ticket donors) is a criterion for evaluation;
- 6) adoption of a policy that the network is the owner or author of all programming for the purposes of syndication, sale, rebroadcast, repurposing etc (directed at creating a revenue stream that will support further national programming efforts).

Tom Camarella and Sherna Gluck proposed ideas on how to proceed that we combined into the following resolution, adopted unanimously:

- 1) that we contact all stations to urge them to demand a full study and discussion of this document throughout the network, as was done with the draft bylaws, prior to adoption;
- 2) that we discuss the document further, at the Programmers meeting Saturday, at the LSB meeting in February, on the air and in a town hall meeting with break-out discussion groups; and that we constitute a local working group from the LSB and PC to concretize and synthesize proposals and amendments from those discussions;
- 3) that the document be web-posted and translated to Spanish (in process);
- 4) that the discussion proceed throughout the network by written submissions addressing specific sections and proposing alternate language and solutions for perceived problems;
- 5) that this implies a timetable that will extend well into March for a thorough national discussion in all signal areas prior to any action by the PNB.

APPENDIX I "Recommendations for a Permanent Program Council

RECOMMENDATIONS for PERMANENT PROGRAM COUNCIL

from Joint meeting of iPC and PrOC, 1/19/06*

Through a process of on-going discussion and summation of the Joint meeting of the iPC and PrOC on 1/19/06, we proposed to offer the following for consideration of the LSB discussion on February 25 [from notes taken by Michael Novick]. It should be noted that the basis of the discussion was a proposal developed by a sub-committee of the iPC chaired by Kimberly King. This proposal was presented at and discussed at several PrOC meetings prior to the Joint meeting.

Unless otherwise noted, these recommendations represent the consensus of those present.

A. Responsibilities

1. to make policy recommendations
2. to propose guidelines and procedures for considering, soliciting and evaluating programming
3. to evaluate existing and new programming in order to make recommendations to management

4. to forward all proposals to management (whether positively or negatively assessed)

B. Composition

Members

The original proposal of the iPC was for 11 listener-sponsors, 9 station representatives (including programmers, producers, and other paid and unpaid staff and collective members), with the GM, PD, news director, and music/arts director will serve as non-voting members of the council.

Several participants at the Joint meeting proposed adding two LSB members to the council. After some discussion of the objection raised by Novick that this introduced a complication with people responsible for overseeing management being in a position to advise management, it was proposed that the LSB elect two non-voting, ex-officio members to PC. Feuer objected and felt the two should be only liaisons, not members.

These options are offered to the LSB for further discussion and resolution.

Quorum

The Quorum will consist of at least one-third of the voting members from each constituency (listener-sponsors, station). Provision shall be made for alternate members from both constituencies who can sit on the council and vote or count towards the quorum in the absence or resignation of members.

Diversity Requirements

The PC will retain the mandatory ethnic/race and gender diversity requirements of the iPC -- at least 50% women and at least 50% people of color.

Tenure

alternatives: two years or three years with staggered terms, for half of the members from each of the two constituencies being selected at each staggered term.

The method of selection of PC members

3 alternatives were discussed:

- 1) election by constituencies
- 2) appointment by management and / or LSB
- 3) volunteers.

Although no consensus was reached, most participants supported elections

Lawrence Reyes felt this question should be referred to the Governance Committee of the LSB.

*In attendance at least part of the time were PrOC members: Rodrigo Argueta, Israel Feuer, Sherna Gluck, Jane Hallaren, Alan Minsky, Lawrence Reyes and Don White; and iPC members Don Bustany, Tom Camarella, Woodrow Coleman, Arturo Lemus and Michael Novick.

APPENDIX J Report on National Programming Policy Proposal National Programming Policy Proposal

Summary of Joint Meeting of iPC and PrOC, 1/19/06

In attendance at least part of the time were PrOC members: Rodrigo Argueta, Israel Feuer, Sherna Gluck, Jane Hallaren, Alan Minsky, Lawrence Reyes and Don White; and iPC members Don Bustany, Tom Camarella, Woodrow Coleman, Arturo Lemus and Michael Novick; and PD, Armando Gudino.

Note: this joint meeting was divided into two parts: a discussion of the National Programming Policy Proposal and of the Proposal for a Permanent Program Council. The recommendations of the latter are in a separate report/email.

I. Recommendation re process

The following motion was adopted unanimously by meeting participants:

- 1) that we contact all stations to urge them to demand a full study and discussion of this document throughout the network, as was done with the draft bylaws, prior to adoption,
- 2) that we discuss the document further, at the Programmers meeting Saturday, at the LSB meeting in February, on the air and in a town hall meeting with break-out discussion groups; and that we

constitute a local working group from the LSB and PC to concretize and synthesize proposals and amendments from those discussions.

- 3) that the document be web-posted and translated to Spanish (in process),
- 4) that the discussion proceed throughout the network by written submissions addressing specific sections and proposing alternate language and solutions for perceived problems,
- 5) that this implies a timetable that will extend well into March for a thorough national discussion in all signal areas prior to any action by the PNB.

II. Troublesome issues identified in report

- 1) implication that programming will be evaluated by Arbitron ratings and fund-raising ability during fund drives,
- 2) centralization of power and authority over all programming and emphasis on more (and more) nationally produced syndicated programming,
- 3) absence of any implementation or recognition of the Pacifica Race & Nationality Policy in the evaluation or development of programming,
- 4) absence of any mandate for airing discussions of Pacifica issues on the stations,
- 5) use of Democracy Now! and the proposed Spanish language (inter)national newscasts as "models" for national programming or program development without examining anything concretely about either one, or consideration of alternate models,
- 6) implication that the ability of programs to attract listeners able to contribute to network "development" campaigns (that is, big ticket donors) is a criterion for evaluation,
- 7) adoption of a policy that the network is the owner or author of all programming for the purposes of syndication, sale, rebroadcast, repurposing etc (directed at creating a revenue stream that will support further national programming efforts).