

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Thursday, March 22, 2012

Meeting Minutes

Audio Recording: KPFTX.org

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:38 PM Pacific Daylight Savings Time.

a. Roll Call / Establish Quorum

Twenty members were present, constituting a quorum:

Ken Aaron (KPFK), Teresa Allen (KPFT), Nia Bediako (WBAI), Wesley Bethune (KPFT), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (Vice-Chair KPFT), Kathy Davis (WBAI), Revalyn Gold (WPFW), Heather Gray (Affiliates), Campbell Johnson (WPFW), Ali Lexa (KPFK), Efia Nwangaza (Affiliates, Secretary), Laura Prives (KPFA), Summer Reese (Chair, KPFK), Marcel Reid (WPFW), George Reiter (KPFT), Tracy Rosenberg (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA).

One member was absent: Ivon Alcime (WPFW).

One member was excused: Dan Siegel (KPFA).

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

[Audio Part 1]

b. Designate Timekeeper (5:41)

Crosier volunteered to be the timekeeper.

II. Open Session Agenda Approval (5:42)

The Agenda was amended and **approved** without objection (see Appendix A)

### III. Minutes Approval (5:44)

Postponed without objection.

### IV. Executive Director's Report (5:46)

The ED reported on financial and other matters. Discussion followed.

### V. Chief Financial Officer's Report (5:55)

The CFO reported on the independent audit, the CPB audit, an up-coming WPFW payroll audit, an up-coming Director inspection, FY2012 to-date revenue (\$6.7 million), and other financial matters. Time was **extended** five minutes without objection. Discussion followed.

### VI. Board Chair's Report (6:25)

The Chair reported on utilization of legal resources. Matt Ward has been retained as the KPFA Recall Supervisor. His contact is kpfarecall@gmail.com. Discussion followed.

Responding to a request from Nwangaza, the Chair committed to follow up with the technical staff on the creation of a secure online site for legal records.

[Audio Part 2]

Johnson repeatedly called for the **orders of the day**.

The Chair reported that Siegel and Prives had requested Directors inspections via proxy.

**Point of order** from Allen: We, as a board, have a right to know who is making a Director's inspection. Following a request from Allen, the Chair committed to ask the General Counsel for an opinion about how California law impacts Director's inspections and pending litigation.

### VII. Committee & Task Force Reports (6:44)

Personnel Committee

Bediako (Personnel Committee Chair) moved the following motion:

#### **MOTION 1: Pacifica Foundation Program Director Search Process**

As substituted and now resubmitted for 1/26/12:

Pacifica Foundation Program Director Search Process

Whereas Article Seven, Local Station Boards, Section 3: Specific Powers and Duties, Sec. E. of the Bylaws, reads, "To screen and select a pool of candidates for the position of station Program Director, from which pool of approved candidates the station's General Manager shall hire the station's Program Director. The LSB may appoint a special sub-committee for this purpose" (No objection.)

Be it hereby resolved that the following steps shall be taken in sequence in order to conduct an approved search for a candidate to fill an open position. All references below to "National Office" specifically indicate the National H.R. worker, if one is in place, or if not, the E.D. (No objection.)

1. Where an LSB creates a search sub-committee, the LSB shall specify, in the motion which creates it, which of the procedures it intends to delegate. Such a sub-committee shall include a minimum of 7 and a maximum of 11 members consisting of LSB members, including paid and unpaid staff members, and may also include non-LSB listener members and non-LSB staff members. Names, email addresses, and phone numbers of all sub-committee members shall be sent to the National Office. (No objection.)

2. The PNB Personnel Committee shall provide a copy of the job description, candidate evaluation criteria, and, for non-LSB members of a created sub-committee, a confidentiality agreement to be executed by the sub-committee's 2nd meeting. (No objection.)

3. The LSB or its sub-committee shall arrange through the National Office for publication of an ad in venues reaching diverse communities per FCC and EEO guidelines and the ad shall be placed within 7 days of the request. Ad budget shall be set by the GM and LSB. In addition, an ad shall be posted at the station's premises, on its website and airwaves, and in its e-newsletter or other publications. Application period shall be 30-45 days, and applications shall be submitted to a central location in the National Office and then distributed, in their entirety, via email to the LSB or its sub-committee and the GM. (No objection.)

4. The LSB or its sub-committee shall create a timeline not to exceed six (6) months to complete its work, including meetings, rankings, interviews, and reports at each LSB meeting. The timeline shall include a meeting at which the sub-committee shall receive training from the National Office on laws and rules concerning the hiring process. The LSB or sub-committee may or may not arrange a meeting of the qualified candidate finalists with the paid and unpaid staff. (No objection.)

5. All LSB or sub-committee meetings regarding the hiring process shall be noticed to the public, and held according to the open-meeting provisions of the Pacifica bylaws. (No objection.)

6. To assure equal treatment of all candidates, each interview round shall be conducted by

the same method (e.g., phone, in-person, etc.). (No objection.)

7. The LSB or its sub-committee shall formulate a list of standard interview questions for all candidates. (No objection.)

8. The LSB or its sub-committee shall decide on its pool (3-5) and rankings of recommended candidates using Single Transferable Voting, with LSB or sub-committee members strongly encouraged to write a brief explanation of their votes. (No objection.)

9. If, as the 6-month mark of the sub-committee's existence approaches, it appears that the sub-committee will not complete its work, the LSB may reaffirm the sub-committee and extend its term or reconstitute using the same process articulated in #1 above. (No objection.)

10. In the case of the search sub-committee, it shall write a final public report explaining the process it went through in its search and recommendations, and shall also submit a confidential appendix to the LSB containing the names and rankings of its recommended pool members (3-5), along with any explanations written by sub-committee members of their votes. (No objection.)

11. If no sub-committee is created, the LSB shall prepare a public report as described above and a confidential appendix to the GM containing the names and rankings of its recommended pool members (3-5), along with any explanations written by LSB members of their votes. (No objection.)

12. If the selection is made by a sub-committee, the LSB shall in executive session discuss and vote on whether to accept the candidate pool and rankings as presented by the sub-committee, or may revisit the pool of qualified candidates, or review the process. (No objection.)

13. As per Article 7, Section 3E of the Pacifica Bylaws, the General Manager shall make the final decision regarding which individual from the pool shall be offered the position. Said decision shall be made and reported to the LSB within a month of receipt of the LSB's recommendations. (No objection.)

Davis **moved to amend**: Section 4, remove "may or may not" and replace with "shall;"  
Delete section 9.

**Point of order** from Campbell: These are two different things. Amendments should be offered one at a time. It's not good practice to put two amendments together. The Chair ruled that a member may make amendments in this manner. Davis' amendment was divided without objection.

Steinberg **moved to refer** to the Personnel Committee. Motion **failed** by a roll call vote:  
Yes—8, No—10, Abstain—1.

Yes—Aaron, Birden, Crosier, Davis, Gray, Lexa, Rosenberg, Steinberg.  
No—Allen, Bediako, Bethune, Brazon, Gold, Johnson, Nwangaza, Prives, Reid, Turner.  
Present not voting—Reese.  
Abstain—Reiter.

Davis' amendment to Section 4 **failed** on a roll call vote:  
Yes—6, No—10, Abstain—2.

Yes—Bediako, Bethune, Crosier, Davis, Gray, Reiter.  
No—Allen, Brazon, Gold, Johnson, Lexa, Nwangaza, Prives, Reid, Steinberg, Turner.  
Present not voting—Reese.  
Abstain—Birden, Rosenberg.

**Point of order** from Reiter: We've had no discussion or motivation on this amendment (Davis amendment on Section 9). **Point of order** from Johnson: We are at time, and so we are just voting now. The Chair allowed Davis to motivate her motion. Reiter **moved** to extend five minutes. **Passed** without objection. Discussion continued.

Davis' amendment to delete Section 9 **failed** by a roll call vote:  
Yes—6, No—12, Abstain—0.

Yes—Bethune, Birden, Davis, Lexa, Reiter, Rosenberg.  
No—Allen, Bediako, Brazon, Crosier, Gold, Gray, Johnson, Nwangaza, Prives, Reid, Steinberg, Turner.  
Present not voting—Reese.

The Personnel Committee main motion **passed** by a roll call vote:  
Yes—11, No--8, Abstain—0.

Yes—Allen, Bediako, Bethune, Brazon, Gold, Gray, Johnson, Nwangaza, Prives, Reid, Turner.  
No—Aaron, Birden, Crosier, Davis, Lexa, Reiter, Rosenberg, Steinberg.  
Present not voting—Reese.

The meeting adjourned without objection at 7:43 PM. The board reconvened in executive session from 7:50 to 9:06 PM immediately afterwards.

Respectfully submitted by Efia Nwangaza, Secretary  
John P. Garry III, Recording Secretary  
(these minutes were approved on May 10, 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.)**

**For Attendance.** X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.  
**Determine excused absences – Chair**

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

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

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

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

### **V. Chief Financial Officer's Report (5 Min.)**

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

To include any Executive Session Report Outs, and determination of future teleconference meeting dates

### **VII. Committee & Task Force Reports**

**(The first three include motions postponed from earlier PNB meetings; order of others determined by when committees submit their written reports before the meeting; time allocated to each determined by content of those reports, including committee motions)**

#### **Personnel Committee - Nia Bediako, Chair (30 Min.)**

##### **MOTION 1: Pacifica Foundation Program Director Search Process**

As substituted and now resubmitted for 1/26/12:

Pacifica Foundation Program Director Search Process

Whereas Article Seven, Local Station Boards, Section 3: Specific Powers and Duties, Sec. E. of the Bylaws, reads, "To screen and select a pool of candidates for the position of station Program Director, from which pool of approved candidates the station's General Manager shall hire the station's Program Director. The LSB may appoint a special sub-committee for this purpose" (No objection.)

Be it hereby resolved that the following steps shall be taken in sequence in order to conduct an approved search for a candidate to fill an open position. All references below to "National Office" specifically indicate the National H.R. worker, if one is in place, or if not, the E.D. (No objection.)

1. Where an LSB creates a search sub-committee, the LSB shall specify, in the motion which creates it, which of the procedures it intends to delegate. Such a sub-committee shall include a minimum of 7 and a maximum of 11 members consisting of LSB members, including paid and unpaid staff members, and may also include non-LSB listener members and non-LSB staff members. Names, email addresses, and phone numbers of all sub-committee members shall be sent to the National Office. (No objection.)
2. The PNB Personnel Committee shall provide a copy of the job description, candidate evaluation criteria, and, for non-LSB members of a created sub-committee, a confidentiality agreement to be executed by the sub-committee's 2nd meeting. (No objection.)
3. The LSB or its sub-committee shall arrange through the National Office for publication of an ad in venues reaching diverse communities per FCC and EEO guidelines and the ad shall be placed within 7 days of the request. Ad budget shall be set by the GM and LSB. In addition, an ad shall be posted at the station's premises, on its website and airwaves, and in its e-newsletter or other publications. Application period shall be 30-45 days, and applications shall be submitted to a central location in the National Office and then distributed, in their entirety, via email to the LSB or its sub-committee and the GM. (No objection.)
4. The LSB or its sub-committee shall create a timeline not to exceed six (6) months to complete its work, including meetings, rankings, interviews, and reports at each LSB meeting. The timeline shall include a meeting at which the sub-committee shall receive training from the National Office on laws and rules concerning the hiring process. The LSB or sub-committee may or may not arrange a meeting of the qualified candidate finalists with the paid and unpaid staff. (No objection.)
5. All LSB or sub-committee meetings regarding the hiring process shall be noticed to the public, and held according to the open-meeting provisions of the Pacifica bylaws. (No objection.)
6. To assure equal treatment of all candidates, each interview round shall be conducted by the same method (e.g., phone, in-person, etc.). (No objection.)
7. The LSB or its sub-committee shall formulate a list of standard interview questions for all candidates. (No objection.)
8. The LSB or its sub-committee shall decide on its pool (3-5) and rankings of recommended candidates using Single Transferable Voting, with LSB or sub-committee members strongly encouraged to write a brief explanation of their votes. (No objection.)
9. If, as the 6-month mark of the sub-committee's existence approaches, it appears that the sub-committee will not complete its work, the LSB may reaffirm the sub-committee and extend its term or reconstitute using the same process articulated in #1 above. (No objection.)
10. In the case of the search sub-committee, it shall write a final public report explaining the process it went through in its search and recommendations, and shall also submit a confidential appendix to the LSB containing the names and rankings of its recommended pool members (3-5), along with any explanations written by sub-committee members of their votes. (No objection.)
11. If no sub-committee is created, the LSB shall prepare a public report as described above and a

confidential appendix to the GM containing the names and rankings of its recommended pool members (3-5), along with any explanations written by LSB members of their votes. (No objection.)

12. If the selection is made by a sub-committee, the LSB shall in executive session discuss and vote on whether to accept the candidate pool and rankings as presented by the sub-committee, or may revisit the pool of qualified candidates, or review the process. (No objection.)

13. As per Article 7, Section 3E of the Pacifica Bylaws, the General Manager shall make the final decision regarding which individual from the pool shall be offered the position. Said decision shall be made and reported to the LSB within a month of receipt of the LSB's recommendations. (No objection.)

**Development Task Force – Heather Gray, Chair** (15 Min.)

**Motion 1: Publicists:**

The PNB authorizes acquiring six (6) unpaid publicists within 30 days of the present date to work at each of the five (5) stations and one head Publicist to coordinate at National Office.

*Passed unanimously at KPFK LSB and by the Development Task Force*

**Programming Committee – George Reiter, Chair** (30 Min.)

**Motion 1: Program Councils:**

The PNB directs the executive director to set up Program Councils as management committees, at each station.

The composition of the committee shall consist of 1/3 staff, selected by stv election, 1/3 members of the LSB, also selected by an stv election, and 1/3 listeners, approved jointly by the LSB and the Program Director by a procedure satisfactory to both. Terms shall be for the maximum of 2 years, or for an LSB member, the term on the LSB, whichever is less.

The Program Councils shall serve to provide a collaborative nexus between the board, the listeners, the staff and the management of the station for the purpose of implementing the programming policies of the LSB and PNB. Specifically, they shall have the power to review programs and vet new programs, including for compliance with the mission, and recommend changes to schedules. They shall provide for adjudication of issues arising between staff and management, where no other means of doing so exists. They will set their own agendas in these regards.

Program directors will serve as non voting ex-officio members of the Program Councils. The Program Director shall provide an orientation and training to the members of the Program Council on generally accepted standards of air quality and the art and science of putting a programming grid together. Program Council members have the reciprocal responsibility to educate themselves on these matters, and to learn more about what goes into radio production and programming from the programming and production staff. The Programming Councils are charged with making recommendations to the Program Director. If the program director declines to act on such recommendations, he/she shall report his/her reasons and respond to dialogue on the issue from the Council. Such dialogue shall be made widely available to the listeners. If consensus cannot be reached on a course of action between the



Program Director and a majority of the Council, the Council can appeal the decision to the GM with a vote of 2/3 of its members. The Council will make a yearly report on its functioning to the LSB, the Programming committee of the PNB and the listeners, and may make interim reports to these bodies as it sees fit. It will solicit input on programming from the listeners.

All meetings of the Program Council will be in public session, with the exception of those that are required to be in Executive Session by the Pacifica Bylaws. The Council shall determine by majority vote whether any given meeting must be held as an Executive session.

*Passed 5-1 by the Development Committee; see separate minority report in the Committee Report*

**Financial Reform Audit Task Force (FRAT) – Ken Aaron, Chair** (15 Min.)

**Motion 1: Business Managers:**

"The lines of authority within network management should be specifically and carefully defined in order to reinforce the position of the CFO in regard to the station Business Managers in order to ensure the proper financial management of the Foundation. Further, the PNB expects business managers to adhere to network-wide reporting standards and schedules."

*approved by a vote of 6 yes, 2 no, 1 abstention*

**Coordinating Committee - Bill Crosier, Chair** (15 Min.)

Discussion of how to get volunteers to help stream and archive PNB committee meetings

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

**Archives Committee** (5 Min.)

**Audit Committee** (5 Min.)

**Elections Committee - Carolyn Birden, Chair** (5 Min.)

**Finance Committee - Tracy Rosenberg, Chair** (5 Min.)

**Governance Committee – Marcel Reid, Chair** (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 motion)**

### **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.

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