

**Minutes - Open/Public Session
Pacifica National Board Teleconference Regular Meeting
June 6, 2019, 8:30 pm**

Note: All times here are Eastern Time.

1. Preliminary Business

The meeting was called to order at 8:34 pm by the Chair, Grace Aaron.

Roll was taken by the Secretary, Bill Crosier:

Directors:

P Grace Aaron, KPFFK, Listener	PL Ralph Poynter, WBAI, Listener
EA Garry Boast, Cerebral Radio, Affiliate	P Lawrence Reyes, KPFFK, Listener
P Robin Collier, KCEI, Affiliate	P Shawn Rhodes, WBAI, Staff
P Chris Cory, KPFA, Listener	P Eileen Rosin, WPFW, Listener
P Bill Crosier, KPFT, Listener	P Mansoor Sabbagh, KPFFK, Staff
EA Donald Goldmacher, KPFA, Listener	P James Sagurton, WBAI, Listener
P Jan Goodman, KPFFK, Listener	P Nancy Sorden, WPFW, Listener
P Sabrina Jacobs, KPFA, Staff	PL Alex Steinberg, WBAI, Listener
PL Wally James, KPFT, Staff	EA Tom Voorhees, KPFA, Listener
P DeWayne Lark, KPFT, Listener	P Maskeelah Washington, WPFW, Listener
P Adrienne LaViolette, KPFT, Listener	

Others:

P Maxie Jackson III, Executive Director	P John Tatum, Parliamentarian
P Otis Maclay, Webmaster, web streamer	PL Tamra Swiderski, interim Chief Financial Officer

Legend: P = Present at roll call, PL = Present but Late, A = Absent, EA = Excused absence

Quorum was established, with 15 Directors present at roll call.

Absences of Goldmacher, Voorhees, and Boast were excused without objection.

The following people were appointed as timekeepers by the Chair:

For agenda items and individual speakers: Sabbagh

2. Agenda Approval

Sabbagh moved to approve the draft agenda, and LaViolette seconded the motion. Jackson moved to amend by moving the iCFO report to just before the NES and ED reports, instead of after the ED report. Sabbagh seconded. The amendment was approved without objection.

Jacobs moved to amend by adding time for a motion on the Personnel Committee Survey after the approval of minutes. Crosier seconded. The amendment was approved without objection.

Sagurton moved to amend by inserting "Set next meeting date" just before adjournment. LaViolette seconded. The amendment was approved without objection.

The agenda as amended was approved without objection.

3. Approval of Minutes

The draft minutes for the May 9, 2019 open session were approved without corrections or objections.

3a. Personnel Committee Survey

Jacobs moved to extend the deadline for recipients of the ED Evaluation Survey to complete their survey, to midnight June 9, if technically feasible. Rosin seconded. The motion was approved without objection.

6. Interim Chief Financial Officer Report, Q & A

Tamra Swiderski said she did not have a formal CFO report, but she answered financial questions.

4. Pacifica National Election Supervisor Report

Jackson read from Renee Penaloza's NES report #5. Crosier asked if all the NES reports could be put on the elections web site and Jackson said yes he would ask the NES to do that. Jackson answered other questions about the Delegate elections.

Reyes moved to extend time for this item by 3 minutes. Goodman seconded. The motion was approved without objection.

Reyes moved to extend time for this item by 7 more minutes. Sagurton seconded. The motion was approved without objection.

Aaron moved the following:

The PNB requests that the NES implement the following section of the Bylaws for this election cycle:

Article Four, Delegates, Section 6: Fair Campaign Provisions

All candidates for election as a Listener-Sponsor Delegate shall be given equal opportunity for equal air time, which air time shall include time for a statement by the candidate and a question and answer period with call-in listeners.

The motion was approved by a vote of 11 Yes, 0 No, 6 Abstain, as follows:

Yes: Aaron, Collier, Goodman, Jacobs, Poynter, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg

No:

Abstain: Crosier, James, Lark, LaViolette, Sabbagh, Washington

Sorden took over for timekeeping for both individual speakers and for agenda items, as LaViolette and Sabbagh were no longer able to do that for the meeting.

5. Executive Director Report, Q&A

Jackson gave a brief oral report, said he would e-mail his ED report, and he answered questions.

7. Committees and Task Forces

Affiliate TF: Collier gave a brief report on task force activities.

Programming Committee: Aaron read the committee motion on Voter Empowerment Programming Initiative (See Appendix). The motion was approved without objection.

The Programming Committee's Morning Show Study proposal (See Appendix) was discussed but no action was taken.

Finance Committee: Crosier read a short report from Cory (chair of the committee).

8. Other motions

Aaron read her motion "LSB Election On Air Nomination Announcements" (See Appendix). Reyes seconded. The motion was approved by a vote of 15 Yes, 1 No, 1 Abstain, as follows:

Yes: Aaron, Collier, Crosier, Goodman, Jacobs, James, Lark, LaViolette, Reyes, Rhodes, Rosin, Sabbagh, Sagurton, Sorden, Steinberg

No: Poynter

Abstain: Washington

Jackson read his motion on Informed Action (see Appendix). Sabbagh moved it. Goodman seconded. Crosier moved to refer it to the Coordinating Committee for revisions. Jacobs seconded.

Lark moved to postpone consideration until the next PNB meeting, as a substitute for Crosier's motion to refer. The motion to postpone failed by a vote of 5 Yes, 9 No, 3 Abstain, as follows:

Yes: Lark, Poynter, Reyes, Rosin, Washington

No: Collier, Crosier, Goodman, Jacobs, James, LaViolette, Rhodes, Sagurton, Steinberg

Abstain: Aaron, Sabbagh, Sorden

Crosier's motion to refer was approved by a vote of 13 Yes, 2 No, 2 Abstain, as follows:

Yes: Collier, Crosier, Goodman, Jacobs, James, LaViolette, Poynter, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg

No: Lark, Washington

Abstain: Aaron, Sabbagh

Aaron read the motion on Requests for Legal Opinions by PNB Directors, and moved it. Sorden seconded. Steinberg moved to extend time by 15 minutes, and Goodman seconded. The motion to extend failed by a vote of 8 Yes, 6 No, 3 Abstain, as follows:

Yes: Collier, Crosier, James, LaViolette, Rhodes, Sabbagh, Sagurton, Steinberg

No: Lark, Poynter, Reyes, Rosin, Sorden, Washington

Abstain: Aaron, Goodman, Jacobs

9. Adjourn

The meeting was adjourned at 12:07 am, June 7, 2019, with no action taken on the motion on requests for legal opinions.

Minutes respectfully submitted by Bill Crosier, Secretary

Appendix A – Agenda as Amended

**Regular PNB Meeting, Public/Open Session
Teleconference Meeting
Thursday, June 6, 2019**

Directors:

Grace Aaron, KPFK, Listener	Ralph Poynter, WBAI, Listener
Garry Boast, Cerebral Radio, Affiliate	Lawrence Reyes, KPFK, Listener
Robin Collier, KCEI, Affiliate	Shawn Rhodes, WBAI, Staff
Chris Cory, KPFA, Listener	Eileen Rosin, WPFW, Listener
Bill Crosier, KPFT, Listener	Mansoor Sabbagh, KPFK, Staff
Donald Goldmacher, KPFA, Listener	James Sagurton, WBAI, Listener
Jan Goodman, KPFK, Listener	Nancy Sorden, WPFW, Listener
Sabrina Jacobs, KPFA, Staff	Alex Steinberg, WBAI, Listener
Wally James, KPFT, Staff	Tom Voorhees, KPFA, Listener
DeWayne Lark, KPFT, Listener	Maskeelah Washington, WPFW, Listener
Adrienne LaViolette, KPFT, Listener	

Others:

Maxie Jackson III, Executive Director	Tamra Swiderski, interim Chief Financial Officer
Otis Maclay, Webmaster, web streamer	John Tatum, Parliamentarian

Item #	Description	Time
1.	Preliminary items	10 min.
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
2.	Agenda Approval	15 min.
3.	Approval of Minutes	5 min.
3a.	Personnel Committee Survey	
6.	Interim Chief Financial Officer Report, Q & A	20 min.
4.	Pacifica National Election Supervisor Report	20 min.
	- including answering questions submitted in advance	
5.	Executive Director Report, Q&A	20 min.
7.	Committees and Task Forces – reports and motions	max 10 minutes/committee, 60 min. total
8.	Other motions – see below	15 min. each
8a.	Set next meeting date	
9.	Adjourn	

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Programming Committee - Morning Show Study

If we are to improve our morning drive time programming, it would be useful to have a subcommittee composed of one person from each station to actually spend the time listening and evaluating each station's 6-9AM shows. In order to accomplish this, a smart tool to objectively examine every station's current shows should be developed. Once the evaluations are done, we can Brainstorm, with those stations, about how to help improve the programming where needed.

Programming Committee MOTION on Voter Empowerment programming initiative

The Programming Comm proposes that the PNB urges a Pacifica wide Voter Empowerment programming initiative that would include voter education, voter registration and getting out the vote. The PNB asks GMs and Program Directors to discuss how they can implement the below motion and to respond with plans to the Programming Comm, the ED and the PNB within 2 weeks.

It's clear that the 2020 election has already begun and generating a lot of energy.

"Get Out the Vote" Programming Proposal

As a 501(c)3 we can't endorse candidates but we CAN do voter education, encourage people to vote, explain the voting process, encourage people to engage in electoral politics and inform our listeners about the democratic process.

Most progressives understand that we can't win based on money alone. Our strength is in our numbers. Voter turnout is the key to electing local, state and national representatives who care about the environment, human needs, civil liberties and who will cut the military budget to pay for health care, education, art, music.

Let's encourage our stations to produce and air more programming geared to the following:

- 1) Explaining how democracy works (you would be surprised how ill informed many people are).
- 2) Explaining why people should be more involved in government and how elections and elected representatives affect everyone's lives.
- 3) Giving information about how to register, how to vote, who is eligible, etc., etc.
- 4) Encouraging people to register to vote.
- 5) Encouraging people to consider public service as a career.
- 6) Informing our audiences about voter demographics, blue states, red states, swing states, voting patterns, gerrymandering, voter suppression and how to defeat it, etc.

Pacifica stations can develop relationships with powerful groups by interviewing their representatives such as:

Rock the Vote!

The Southwest Voter Registration Drive

The League of Women Voters

Friends Committee on National Legislation
The League of Conservation Voters
Peace Action
The NAACP
MALDEF
The ACLU, etc., etc.

Many of these groups have celebrity spokespeople who we can interview. Celebrities are well loved and listened to.

This doesn't mean we have to spend money to produce special programming, although that is possible. It simply means getting our regular hosts to produce, short, medium and long information pieces, interview and programming around voter empowerment and making sure it gets put up on the Audioport. This would be especially useful for our Affiliates and be very powerful because many of them are in red and purple states and districts.

This is a way also to polish our brand because changing society using peaceful means is what Pacifica is all about. If we make a concerted effort to do a voter education and empowerment drive it will become very easy to get interviews with progressive political figures.

And did I mention that this would be so incredibly fundable???

And the kicker is we can also do it in Spanish.

MOTION: LSB Election On Air Nomination Announcements, by Aaron

Whereas, in the past the lack of on air announcements about how members of our stations can nominate themselves for our local station boards has lead to the recruitment of candidates by individuals and groups, exacerbating factionalism, and

Whereas, "The job descriptions of all Program Directors and General Managers shall include: full cooperation with both local and national election supervisors in all aspects of local station board elections." per the below LSB Election Policy, and

Whereas, our governance structure is only as good as the people who are part of it,

Therefore, be it resolved that:

- 1) The Pacifica Executive Director AND the National Election Supervisor ensure that there are announcements aired at all 5 of our stations IN THE CANDIDATE NOMINATION PERIOD to encourage the participation of our listeners and members in our local station board elections, and further,
- 2) That the ED and NES review the attached Pacifica Local Station Board Election Policy with all GMs and PDs.

Pacifica Foundation Local Station Board Election Policy

Adopted by the PNB, April 25, 2009

In order to ensure fair and equitable elections at all 5 Pacifica radio stations in compliance with the Bylaws of The Pacifica Foundation the following policies were adopted by the Pacifica National Board, April 25, 2009, at their meeting in Berkeley California:

- 1) The job descriptions of all Program Directors and General Managers shall include: full cooperation with both local and national election supervisors in all aspects of local station board elections.
- 2) It is the responsibility of the General Managers of each station to ensure that membership lists for listener-sponsors and paid and unpaid staff lists are created and maintained in general and especially checked for accuracy a minimum of 3 months prior to a local station board election.
 - a) Unpaid staff organizations shall maintain lists of membership that include a description of the unpaid staff member's contribution to a particular program or other volunteer work for the station and some way of verifying the number of hours they work per month on a volunteer basis to ensure that it conforms to the Bylaws minimum requirement of 30 hours in the preceding 3 months or the requirements of their radio station's "Unpaid Staff Organization" or "Unpaid Staff Collective Bargaining Unit". Full cooperation of the General Manager and station staff shall be expected in maintaining this list and verifying the validity of its membership.
- 3) To ensure the greatest amount of listener participation in local station board elections, it is mandatory that Program Directors and General Managers air carts at all 5 stations in the nomination period to adequately inform our listeners about how they can self-nominate, what the duties of an LSB member are, how the LSB interfaces with station management and staff, both paid and unpaid, etc.

Six 60 second carts and Six 30 second carts shall be aired each day in rotation. This is 6 carts, total, aired in rotation each day of the nomination period. For stations with Spanish or other language broadcasting, the carts would be aired in that language during broadcasts in that language, with the number and frequency of the carts corresponding to the amount of said language broadcasting (hours per day) at the station. For example, if there are 3 hours of broadcasting in a language different from English a day on a station, one 60 second cart and one 30 second cart per day in rotation would be adequate.

These carts would be scripted in advance by the NES to conform with the Pacifica Bylaws and the same carts be used at all 5 stations with the addition of local contact information. The carts may be varied, but the intent would be to alert the broad listenership about the election during the ENTIRE nomination period, to explain the election process, etc., and to steer listeners to a phone number and website for further information.

Each programmer or collective with a one hour or more program slot shall be required to produce and air one 15 minute tutorial on the election during the nomination period. This tutorial shall be recorded and repeated once during the nomination period. This responsibility applies to all paid and unpaid programmers, including music programmers.

In addition, one report to the listeners from the national level and one from the local level involving both management and board participation from staff and board members who are not candidates, shall be done during the nomination period. These reports shall be one hour long.

This prescribed programming shall be aired irrespective of fundraises or any other broadcasting. The listenership should be engaged in the election process wherever possible, to encourage membership and volunteer participation. Members should also be encouraged to participate in the election committees established at each station in accordance with the by-laws.

Logs of all programming, including incidental carts, shall be maintained including each time an election cart is aired. Archived programs should include these carts so that the fact that they were aired can be verified if needed.

Promotion needs to be done to explain the election process to potential staff candidates as well. This promotion would be done at staff meetings, on the station bulletin board and using paid and unpaid staff email lists.

4) When the nomination period is over, the PDs and GMs are responsible for fully cooperating with local and national election supervisors to ensure that a minimum of 3 on-air candidate forums of one hour in length are aired for each 5 candidates.

Sixty second candidate statements shall be recorded at the radio station by each candidate. PDs and GMs are expected to air these statements in rotation right after the nomination period is closed through to the end of the campaign period. In total, each candidate shall have her/his cart aired a minimum of 30 times in a variety of times of the day and week. It is the responsibility of the PDs and GMs to ensure that these carts are played in an equitable manner so that no candidates are advantaged or disadvantaged.

Further, General Managers shall cooperate in the planning and coordination of community candidate forums.

5) Failure to comply with any or all of the above policy shall result in rapid but gradient disciplinary measures including but not limited to: a) A negative mention in the PD or GM's personnel file, b) Graduated reduction in pay, c) Suspension of duties, d) The assignment of another staff person to ensure compliance with election policies and procedures.

Conversely, compliance with this policy shall be followed by: a) A positive mention in the PD or GM's personnel file, b) A bonus or other reward at the discretion of the discretion of the LES, NES in conjunction with senior management.

6) Disciplinary measures may be invoked by the local or national election supervisor in conjunction with the station management, HR Director and/or the Executive Director. They may also be initiated by any GM or the ED.

Forwarded to all PNB Members by Richard Uzzell, PNB Recording Secretary, May 18, 2009

Motion: Informed Action, by Jackson

Whereas the Pacifica Foundation is part of a larger public media ecosystem and therein a member of Greater Public and Public Radio Program Directors, with access to resources, tools, and best-practices to inform current and future approaches to radio station operations;

Whereas Pacifica Foundation Boards and Committees are comprised of non-media professionals and/or individuals without expertise relevant to the boards and/or committees in which they serve, in addition to those with direct expertise and experience;

And, whereas anecdote, tradition and belief are lesser than research-based and data-driven expertise and experience;

Therefore, be it resolved that the Pacifica Foundation will require all Pacifica National Board Committees to allocate at least 30-minutes of meeting time quarterly for edification. The Chairs of the Pacifica National Board and Committees will coordinate inviting and scheduling experts in the non-commercial media field with the Executive Director. Additionally, the PNB and Committees will be required to articulate takeaways from these information sessions and what can be useful for Pacifica stations moving forward during regularly scheduled Pacifica National Board meetings.

MOTION: Requests for Legal Opinions by PNB Directors, by Aaron

All requests by PNB Directors for legal opinions from our corporate counsel or any other lawyer must first be approved by PNB Officers and may not exceed a cost of \$500 or 2 hours of our lawyer's time, whichever is less. Any PNB Director requests for legal opinions that exceed these thresholds must be approved by the entire PNB.

This resolution replaces and supersedes all prior PNB resolutions regarding this matter.

Motion on Zombie Committees, by Steinberg

Whereas the existence of anachronistic committees on Local Station Boards that were created years ago but have been inactive have hampered the work of the Local Station Boards,

And whereas the activities of the Local Station Boards and its committees need to be monitored from time to time to ensure they are fulfilling their bylaws-mandated responsibilities,

Be it resolved that Standing Committees of Local Station Boards that have not met at least once in the past 12 months are hereby dissolved.

Each Local Station Board should re-evaluate the purpose of these termed out committees and where their original responsibilities are deemed to be relevant to the work of the LSB create new bodies more capable of carrying out their functions.