

**\*\*\* DRAFT - rev. B \*\*\* Pacifica National Board Agenda (Open Session)  
Annual Meeting, New York City, February 22-25, 2013**

rev. 2:00 am, Feb. 19, 2012

**Friday, February 22, 9:00 am**

- I. **Call to Order and Opening Business – PNB Chair** (1 Min.)
  - a. **Roll Call / Establish Quorum – temporary PNB Secretary** (4 Min.)

**For Attendance.** X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

|                                     |                                |                                    |   |
|-------------------------------------|--------------------------------|------------------------------------|---|
| <b><u>KPFA - Berkeley, CA:</u></b>  | <b><u>KPFK – L.A., CA:</u></b> | <b><u>KPFT – Houston, TX:</u></b>  | <b><u>WBAI - N.Y., NY:</u></b>            |
| <u>  </u> Brian Edwards-Tiekert     | <u>  </u> Lydia Brazon         | <u>  </u> Teresa Allen             | <u>  </u> Carolyn Birden                  |
| <u>  </u> Tracy Rosenberg           | <u>  </u> John Cromshow        | <u>  </u> Jessica Apolinar         | <u>  </u> Janet Coleman                   |
| <u>  </u> Dan Siegel                | <u>  </u> Brenda Medina        | <u>  </u> Nancy Hentschel          | <u>  </u> Cerene Roberts                  |
| <u>  </u> Margy Wilkinson           | <u>  </u> Summer Reese         | <u>  </u> Richard Uzzell           | <u>  </u> Manijeh Saba                    |
| <b><u>WPFW – Washinton. DC:</u></b> | <b><u>AFFILIATES:</u></b>      | <b><u>STAFF &amp; COUNSEL:</u></b> |   |
| <u>  </u> Benito Diaz               | <u>  </u> Heather Gray         | <u>  </u>                          | <u>  </u> Andy Gold, General Counsel      |
| <u>  </u> Luzette King              | <u>  </u> Janis Lane-Ewert     | <u>  </u>                          | <u>  </u> John Garry, Recording Secretary |
| <u>  </u> Tony Norman               |                                |                                    |   |
| <u>  </u> Katea Stitt               |                                |                                    |   |

- b. **Determine excused absences – Chair**
  - c. **Designate Timekeeper** (1 Min.)
- II. **Elect pro-tem officers (Chair, Vice Chair, Secretary)**
- III. **Open Session Agenda Approval** (15 Min.)
- IV. **Legal Orientation, Fiduciary Duty – Andy Gold, Pacifica Legal Counsel** (45 Min.)
- V. **Minutes Approval - Approval of Open Session Minutes** (20 Min.)  
for Dec. 6 and Dec. 13, 2012; Jan. 10, Jan. 24, and Feb. 11, 2013
- VI. **PNB Chair’s Report** (5 Min.)
- VII. **Interim Executive Director’s Report** (45 Min.) **I**
- VIII. **Financial Reports** (60 Min.) **F**
- IX. **Public Comment – Time Certain: 12:00 N** (60 Min.)
- X. **1:00 pm - Adjourn Public Session until the next day**
- XI. **1:00 pm - Lunch**
- XII. **2-6 pm Executive Session – Legal and contractual matters**
- XIII. **6:00 pm - Reception, showing of PRA and Bob Foss video** **6**

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**Saturday, February 23, 8:30 am**

- XIV. T  
Team Building Exercise - Deena Kolbert (closed to the public) (150 Min.)

**11:00 am – Begin Public Session**

- XV. Call to Order and Opening Business – Chair (1 Min.)  
a. Roll Call / Establish Quorum – Secretary (4 Min.)

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

|  |   |  |   |
|--|---|--|---|
| <u>KPFA - Berkeley, CA:</u>                    | <u>KPFK – L.A., CA:</u>                   | <u>KPFT – Houston, TX:</u>                               | <u>WBAI - N.Y., NY:</u>                 |
| <input type="checkbox"/> Brian Edwards-Tiekert | <input type="checkbox"/> Lydia Brazon     | <input type="checkbox"/> Teresa Allen                    | <input type="checkbox"/> Carolyn Birden |
| <input type="checkbox"/> Tracy Rosenberg       | <input type="checkbox"/> John Cromshov    | <input type="checkbox"/> Jessica Apolinar                | <input type="checkbox"/> Janet Coleman  |
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| <input type="checkbox"/> Margy Wilkinson       | <input type="checkbox"/> Summer Reese     | <input type="checkbox"/> Richard Uzzell                  | <input type="checkbox"/> Manijeh Saba   |
| <u>WPFW – Washinton. DC:</u>                   | <u>AFFILIATES:</u>                        | <u>STAFF &amp; COUNSEL:</u>                              |   |
| <input type="checkbox"/> Benito Diaz           | <input type="checkbox"/> Heather Gray     | <input type="checkbox"/> Andy Gold, General Counsel      |   |
| <input type="checkbox"/> Luzette King          | <input type="checkbox"/> Janis Lane-Ewert | <input type="checkbox"/> John Garry, Recording Secretary |   |
| <input type="checkbox"/> Tony Norman           |   |  |   |
| <input type="checkbox"/> Katea Stitt           |   |  |   |

- b. Determine excused absences – Chair  
c. Designate Timekeeper (1 Min.)

**XVI. Continue with leftover items from the previous day**

**1 – 2 pm - Lunch**

- XVII. Public Comment – Time Certain: 2:00 pm (60 Min.)  
XVIII. Elect officers (Chair, Vice Chair, Secretary) (40 Min.)  
XIX. WBAI General Manager Report, Q&A (40 Min.)  
XX. WBAI LSB Chair Report, Q&A (15 Min.)  
XXI. Pacifica Radio Archives Report – Brian DeShazor (40 Min.)  
XXII. ED-CFO Search Committee Report – Alex Steinberg (10 Min.)  
XXIII. Election of Committee Members (90 Min.)  
including ED Search Committee (7 members elected by STV)

- XXIV. C  
Choose date(s) for PNB teleconference meetings (10 Min.)

- XXV. A

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**Adjourn Public Session until the next day**

**XXVI.**

**Executive Session if needed**

**E**

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**Sunday, February 24**

**9:00 am Executive Session to interview applicants for Chief Financial Officer**

**12:00 Noon – Lunch**

**1:00 pm – Public Session**

**XXVII. Public Session - 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.

**KPFA - Berkeley, CA:**

   Brian Edwards-Tiekert  
   Tracy Rosenberg  
   Dan Siegel  
   Margy Wilkinson

**KPFK – L.A., CA:**

   Lydia Brazon  
   John Cromshow  
   Brenda Medina  
   Summer Reese

**KPFT – Houston, TX:**

   Teresa Allen  
   Jessica Apolinar  
   Nancy Hentschel  
   Richard Uzzell

**WBAI - N.Y., NY:**

   Carolyn Birden  
   Janet Coleman  
   Cerene Roberts  
   Manijeh Saba

**WPFW – Washinton. DC:**

   Benito Diaz  
   Luzette King  
   Tony Norman  
   Katea Stitt

**AFFILIATES:**

   Heather Gray  
   Janis Lane-Ewert

**STAFF & COUNSEL:**

    
   Andy Gold, General Counsel  
   John Garry, Recording Secretary

**b. Determine excused absences – Chair**

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

**XXVIII. Committee & Task Force Reports**

**Programming Committee – \_\_\_\_\_, Chair**

**Motion 1: Arbitron (10 Min.)**

Pacifica will not use the services of Arbitron until the December 31 deadline, set by the court to correct their sampling bias is met, *except for fund and grant raising and general reporting.*  
*(Passed by committee without objection.)*

**Financial Reform Audit Taskforce (FRAT) - \_\_\_\_\_, Chair (20 min.)**

**Motion 1 – Unbudgeted obligations (10 Min.)**

Any employee found to be establishing, verbally or in writing, unbudgeted obligations for the Foundation, in excess of \$5000, without prior written approval of the National Office, shall be subject to disciplinary action including dismissal

**Motion 2 – Unbudgeted obligations - Management (10 Min.)**

Any employee in a managerial position, who becomes aware of an unapproved unbudgeted obligation in excess of \$5000, who does not notify the National Office in writing within a reasonable amount of time, shall be subject to disciplinary action.

**Technology Task Force - \_\_\_\_\_, Chair**

**Motion 1: Technology Documentation Policy (15 Min.)**

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The Pacifica National Board Technology Task Force recommends that the Pacifica National Board direct the Executive Director to add the following requirements to the job description of the General Manager and/or Operations manager of all business units (the stations, Pacifica Radio Archives, National Office):

The General Manager shall maintain accurate documentation of all technological implementations and equipment under his/her charge.

The first full report will be implemented provisionally by the end of 2012.

The General Manager is expected to assign staff as needed to complete these surveys but the General Manager remains responsible for the accuracy and timeliness of the reports. Members of the PNB Technical Committee/Task Force will make themselves available and find other volunteers to help with the task.

The details of required documentation will be provided by the National Office with recommendations from the Technology Task Force and may from time to time be updated as technology and operations change. This documentation will be updated on a timely basis as needed and the updates will be reported to the National Office Secretary and the Chief Technical Officer.

**Development Task Force – Heather Gray, Chair**

**Motion 1: GoalBusters** (10 min.)

The National Pacifica Foundation will authorize GoalBusters to implement Phase 1 of its "Proposal for Development Services". GoalBusters will begin Phase 1 in the Fall of 2012.

**Motion 2: Have Development and Strategic Planning Discussion at PNB meeting** (60 min.)

Strategic planning, development and publicity discussion

**XXIX. Public Comment – Time Certain: 3:00 pm** (60 Min.)

**XXX. Committee Reports, continued**

**Finance Committee - Tracy Rosenberg, Chair**

**Motion 1 – Monitoring of Public Events** (also see appendix at end of agenda) (20 Min.)

In order to promote transparency and improve monitoring of station activities the following protocol will be followed for all events conducted by stations whether done independently or in coordination with another entity:

1. A pre-event checklist shall be completed and presented to the LSB and National Management at least two weeks prior to the event and prior to any contractual commitment being made by the station. The checklist will include a description of the event, a budget, a list and description of the principals involved and intended ownership of any copyrighted material that may be produced.

2. A post-event checklist shall be completed and presented to the LSB Treasurer and Chair and National Management no later than 30 business days after the event ends. This checklist shall include a reconciliation of funds received or disbursed, all items sold, gifted or lost, and tickets sold or gifted.

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3. Nothing in this protocol requires LSB or National Management approval for events. The LSB at the station and the National Management are expected to monitor event activity and exercise their authority to guarantee fiscal prudence.

4. This protocol applies to any events requiring an expenditure or obligation of \$2,500 or more, and/or requiring at least 40 hours or more of Paid Staff time, threshold amount and hours subject to adjustment by National Management. This protocol will also apply to a series of events scheduled over a period of time

5. The accuracy and timeliness of the checklists are the responsibility of the General Manager of the station who is also responsible for the ongoing success or failure of events held under the auspices of the station.

6. The attached checklists may be amended from time to time by the National Management.

*(See appendix for the checklists)*

*(approved by committee with 6 yes and 1 no votes, Nov. 27, 2012)*

**Elections Committee**

(40 Min.)

**Motion 1: Revisions of election timeline:**

(10 min.)

Whereas the Pacifica Bylaws, as adopted in 2003 and revised in 2007, lay out a calendar for Local Station Board elections including specific dates or periods for establishing membership and candidacy, and for the mailing and return of ballots, and

Whereas the Bylaws limit the ability of the Pacifica National Board to affect the schedule, and in no way gives an Executive Director authority to change any of those dates or periods, or to do anything beyond appointing the National Election Supervisor (NES), approving the NES' choices of Local Election Supervisors, and facilitating the work of the NES,

Be it hereby resolved that the Committee reaffirms and recommends to the PNB that it re-assert to the Interim Executive Director that it is the national board that is in effect "the Foundation" and that she be accordingly guided in all future actions.

*(Motion Passed by committee 10-yes, 2-no, 2 abstain)*

**Motion 2: Procedures for processing complaints about alleged violations of Fair Campaign Provisions:**

(15 min.)

In order to ensure fair, timely and properly publicized decisions on complaints alleging violations of the Fair Campaign Provisions, the PNB Elections Committee recommends that the National Election Supervisor establish and publicize a process such as the following:

1. The LES or NES should acknowledge all complaints by email within 48 hours, whenever feasible.

2. If the LES or NES determines that the complaint warrants investigation, the LES or NES should as quickly as possible forward a copy of the complaint to the party alleged to have violated the FCP, with instructions on how and by when that person can file her/his response. If the complaint is being handled by the LES, both the complainant and the person complained

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against should be notified of their right to appeal any decision to the NES, and any procedure and deadline for doing so. If the complaint appears without merit, the subject shall be provided a copy and both subject and complainant shall be notified that no action will be taken.

3. If the LES or NES finds that a rule was broken, s/he should cite the rule and explain specifically in what way it was broken. Copies of the written ruling should be sent to both the complainant and the subject.

4. All decisions on complaints found to be valid should be rendered as quickly as reasonably possible, but no later than ten days after receipt

5. All decisions on complaints found to be valid should be posted on the Pacifica elections website (to provide guidance to candidates and staff at all stations) and the affected station's election

*(Main Motion passed by committee 10-yes, 5-no)*

**Motion 3: Adequate Time for On-Air Candidate Forums** (15 min.)

Whereas Article 4, Section 6 of the Pacifica bylaws states, in part: "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." and

Whereas, the PNB's 2009 LSB Election Policy set a standard for on-air LSB candidate forums to be one hour in length for each 5 candidates, and

Whereas, many LSB candidate forums before and since have followed a similar formula, and

Whereas, in at least one signal area (WBAI), the recently announced forums will require 10 candidates to share one hour, and

Whereas it is critical that all candidates have adequate time to explain their positions and that listener-members have adequate time to pose questions via phone and hear answers from all the candidates then on the air,

Resolved, that the PNB Elections Committee strongly urges the managers at the 5 stations to ensure that in all signal areas, on-air listener candidate debates allocate at least one hour for each five candidates. In addition, the Committee recommends that archives of on-air forums be posted on each station's website in a visible location.

*(Approved by the Elections Committee on Nov. 16, 2012, with 9 yes votes, 1 no vote)*

**Motion 4: Term Limits and Election Results** (15 min.)

Whereas the National Election Supervisor adopted a policy in the 2012 WPFW elections to award only a one-year Delegate seat to anyone whose term-limited tenure would preclude them from serving a full three-year term, regardless of whether their vote total would have otherwise led to them to obtain a three-year term, and

Whereas in the 2007 election, the National Election Supervisor ruled that any candidates who would be term-limited before the end of another three-year term could nonetheless run for said



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term, provided that they resigned when they reached their six-year mark, and

Whereas the Pacifica Bylaws provide no authority for the National Election Supervisor or the Executive Director to treat any candidates in a disparate manner that awards one candidate a shorter term than another who won fewer votes,

Resolved, that the Pacifica National Board Elections Committee strongly urges the National Election Supervisor to change the policy for the 2012 WPFW elections so as to uphold the cornerstone standard that candidates are awarded three-year or shorter terms based solely on their relative ranking in the final vote count, and

Further, that the Committee recommends that the Pacifica National Board adopt a policy for future elections that in any Delegate election in which more than the customary half of seats in either the Listener Member or Staff Member category are vacant, three-year-terms shall be awarded to the highest vote-getters up to the number of seats usually available in that year's election, and one- or two-year-terms dependent on the election year cycle to the next highest vote-getters for the remaining available seats. This shall include any candidate who would become term-limited during the upcoming one-, two- or three-year term, although said person shall be required to resign as a Delegate as soon as they have completed six consecutive years of Delegate service.

*(approved by committee Jan. 15, 2013)*

**Motion 5: Counting of Blank Ballots** (10 min.)

The PNB Elections Committee recommends that the Pacifica National Board adopt a policy that, in keeping with longstanding practice, in all elections held in Pacifica, blank ballots shall be counted toward quorum.

*(approved by committee Jan. 15, 2013)*

**XXXI.**

**djournal Public Session until the next day**

**A**

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**Monday, February 25**

**9:00 am Executive Session to discuss CFO applicants and choose CFO; other personnel issues**

**12:00 Noon – Lunch**

**1:00 pm – Public Session**

**Public Session - 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.**

|  |   |  |   |
|--|---|--|---|
| <b><u>KPFA - Berkeley, CA:</u></b>             | <b><u>KPFK – L.A., CA:</u></b>            | <b><u>KPFT – Houston, TX:</u></b>                        | <b><u>WBAI - N.Y., NY:</u></b>          |
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| <b><u>WPFW – Washinton. DC:</u></b>            | <b><u>AFFILIATES:</u></b>                 | <b><u>STAFF &amp; COUNSEL:</u></b>                       |   |
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| <input type="checkbox"/> Tony Norman           |   |  |   |
| <input type="checkbox"/> Katea Stitt           |   |  |   |

**b. Determine excused absences – Chair**

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

**XXXII.**

**Report Out from Executive Sessions**

**XXXIII.**

**ontinue open session business left over from day before**

**C**

**XXXIV.**

**ommittee Reports, continued**

**C**

**Audit Committee - \_\_\_\_\_, chair (10 Min.)**

**Motion 1 – Provide audit reports and management letters**

that the Pacifica CFO be directed immediately via email by the Chair of the Audit Committee to provide the members of the Committee for their reference and consideration immediately with complete copies of both the Pacifica Audit Reports of the past five years and the confidential Management Letters that correspond to each of them.

*(Passed by PNB Audit Committee on October 12, 2012)*

**Governance Committee – \_\_\_\_\_, Chair (15 Min.)**

**Brazon – Notice to rescind motion on Members Not in Good Standing as Delegate**

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**Candidates:**

Whereas the Pacifica Foundation should be able to protect itself from individuals who have a documented record of harmful or malicious behavior toward the Foundation or any of its members,

Be it resolved that:

The following categories of people are not members in good standing of the Pacifica Foundation as defined in Article 4, Section 2A and Article 3 Section 8A of the Pacifica Foundation Bylaws:

1. Individuals whose actions have been declared by a court of law to be breaches of fiduciary duty, or breaches of the duty of loyalty or the duty of care.
2. Individuals who have been separated involuntarily from foundation employment for cause
3. Individuals who have been banned from station premises due to threatening behavior or creating an unsafe environment for others

These definitions of restrictions shall be publicized on the Pacifica web site. The Foundation shall make an effort annually to inform the membership of these defined restrictions on good standing through a combination of email, broadcasts and mailings.

Any member of the foundation may identify another member whose actions have caused the loss of good standing by giving notice to the National Elections Supervisor. Any individual whose good standing is questioned per these restrictions shall be provided with full due process rights to be notified of the decision and to appeal it. The initial determination shall be made by the National Election Supervisor overseeing the foundation's election process.

If a determination is made that a member is not in good standing, the individual in question must be notified 15 days prior to the determination taking effect. Notice required under this section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown in the foundation's records. The right to request a hearing and procedure for requesting it shall be included in the notice.

The Pacifica National Board will provide an evidentiary appeal hearing upon request being made before the determination takes effect. The current sitting board officers (defined in the Pacifica Foundation Bylaws as the board chair, vice-chair, secretary and the CFO) will appoint a 3-member panel to hear the appeal. The board officers may schedule an appeal by whatever method of communication seems reasonable, including a telephone or video conference. If the panel upholds the initial determination, that decision may be appealed to an arbitrator provided the individual pursuing the appeal waives their right to pursue legal remedies in court. Pacifica is under no obligation to provide an arbitrator for a 2nd appeal if a waiver of legal remedies is not signed.

In the event an appeal is successful, good standing status for said individual will be reinstated.

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This policy does not apply prior to the adoption date of this policy, unless an individual commits a new act that brings them under the provisions.

|  |          |
|--|----------|
| <b>Affiliates Task Force – Heather Gray, Chair</b> | (5 Min.) |
| <b>Coordinating Committee - _____, Chair</b>       | (5 Min.) |
| <b>Personnel Committee – _____, Chair</b>          | (5 Min.) |
| <b>Archives Committee</b>                          | (5 Min.) |
| <b>Racism and Sexism Committee</b>                 | (5 Min.) |

**IX. Unfinished business**

- a. Improved Programming Grid discussion** (45 Min.)
- b. Whistle Blowers Presentation – Marcel Reid** (15 Min.)
- c. Motion by Davis: Quorum** (15 Min.)  
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.
- d. 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.
- e. 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.
- f. From: Nwangaza:** (15 Min.)  
**MOTION 1: To rescind the motion passed May 12, 2011 regarding the Pacifica Affiliates Task Force**
- g. 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

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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.

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

Whereas Director Tracy Rosenberg posted "KPFA: An Open Letter on E-mails" to [Indybay.org](http://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.

**i. 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.

**j. from Aaron:** (10 min.)

Whereas there is a potential for irresponsible abuse of the Director's privilege to seek counsel thereby incurring financial obligations for the Foundation without regard to cost,

It is therefore resolved that any request from PNB Directors for special legal service of any kind shall include an estimate of the cost for such service and require approval of the PNB by majority vote. Such approval will specify a cost limit and time limit for the fulfillment of the request. This

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applies, but is not limited to advice, review, reports, evaluations and filings. This does not apply to normal work done in relation to ongoing legal actions or projects already approved by the PNB. Nothing in this resolution alters or affects Management's rights and duties to hire counsel as needed in accordance with the bylaws.

**Adjourn – Time Certain: 2:00 pm**

**\*\*\* DRAFT \*\*\* Pacifica National Board Agenda (Open Session)  
Annual Meeting, New York City, February 22-25, 2013**

rev. 7:00 pm, Feb. 17, 2012

**Appendix – Motion from the National Finance Committee (including following checklists):**

**Monitoring of Public Events**

In order to promote transparency and improve monitoring of station activities the following protocol will be followed for all events conducted by stations whether done independently or in coordination with another entity:

1. A pre-event checklist shall be completed and presented to the LSB and National Management at least two weeks prior to the event and prior to any contractual commitment being made by the station. The checklist will include a description of the event, a budget, a list and description of the principals involved and intended ownership of any copyrighted material that may be produced.
2. A post-event checklist shall be completed and presented to the LSB Treasurer and Chair and National Management no later than 30 business days after the event ends. This checklist shall include a reconciliation of funds received or disbursed, all items sold, gifted or lost, and tickets sold or gifted.
3. Nothing in this protocol requires LSB or National Management approval for events. The LSB at the station and the National Management are expected to monitor event activity and exercise their authority to guarantee fiscal prudence.
4. This protocol applies to any events requiring an expenditure or obligation of \$2,500 or more, and/or requiring at least 40 hours or more of Paid Staff time, threshold amount and hours subject to adjustment by National Management. This protocol will also apply to a series of events scheduled over a period of time
5. The accuracy and timeliness of the checklists are the responsibility of the General Manager of the station who is also responsible for the ongoing success or failure of events held under the auspices of the station.
6. The attached checklists may be amended from time to time by the National Management.

**\*\*\* DRAFT \*\*\* Pacifica National Board Agenda (Open Session)**

**Annual Meeting, New York City, February 22-25, 2013**

rev. 7:00 pm, Feb. 17, 2012

**Pre-Event Checklist (part of Monitoring of Public Events motion)**

Please fill out the following items and attach sheets as necessary. This checklist must be presented to the LSB Treasurer and Chair and the National Management at least two weeks prior to the date of the event and prior to any contracts or commitments being made.

|  |  |  |
|--|--|--|
| Title of the event:  |  |  |
| Main Talent:   |  |  |
| Nature of Event:   |  |  |
| Date(s) & Time(s):   |  |  |
| Venue(s):  |  |  |
| Person in charge of Event:   |  |  |
| Station person liaison / in charge   |  |  |
| Anticipated Total Net Income:  |  |  |
| Full cost exposure:  |  |  |
| Anticipated attendance:  |  |  |
| Backup if talent doesn't show:   |  |  |
| Please attach a full budget including all expenses, Paid Staff hours required, insurance costs, and all items sold, gifted or lost.                |  |  |
| Please attach any contracts regarding sharing of receipts and/or expenses, commissions or stipends, and ownership of copyrighted material created. |  |  |

Who filled out this form?

**Print:** \_\_\_\_\_ **Sign:** \_\_\_\_\_ **Date:** \_\_\_\_\_



**\*\*\* DRAFT \*\*\* Pacifica National Board Agenda (Open Session)**

**Annual Meeting, New York City, February 22-25, 2013**

rev. 7:00 pm, Feb. 17, 2012

**Post-Event Checklist (part of Monitoring of Public Events motion)**

Please fill out the following items and attach sheets as necessary. This checklist must be presented to the LSB Treasurer and Chair and the National Management no later than 30 business days after the final date of the event.

|  |  |  |
|--|--|--|
| Title of the event:  |  |  |
| Main Talent:   |  |  |
| Nature of Event:   |  |  |
| Date(s) & Time(s):   |  |  |
| Venue(s):  |  |  |
| Person in charge of Event:   |  |  |
| Station person liaison / in charge   |  |  |
| Total Net Income:  |  |  |
| Actual amount banked by today:   |  |  |
| Any outstanding payables or obligations:   |  |  |
| Attendance<br>(total/talent/paid/comped)   |  |  |
| Hours of copyrighted material recorded with some or all rights available to the station:   |  |  |
| Number of new member or renewal signups.   |  |  |
| Please attach a reconciliation of all income and expenses, Paid Staff hours required, insurance costs, all items sold, gifted or lost, in comparison with the budget including all expenses, |  |  |
| Please attach all signed contracts regarding sharing of receipts and/or expenses, commissions or stipends, and ownership of copyrighted material created.                                    |  |  |

Who filled out this form?

**Print:** \_\_\_\_\_ **Sign:** \_\_\_\_\_ **Date:** \_\_\_\_\_ "

*(passed by NFC as amended 6 for, 1 against)*