

PACIFICA FOUNDATION RADIO

PACIFICA NATIONAL BOARD IN-PERSON MEETING (OPEN SESSION)

The Aris & Carolyn Anagnos Peace Center, Los Angeles, California

June 14, 2015 -- Draft Meeting Minutes

Twenty members were present, constituting a quorum: Teresa Allen (KPFT), Rodrigo Argueta (KPFK), Carolyn Birden (WBAI), Lydia Brazon (Chair, KPFK), Jim Brown (WPFW arrived 11:33), Stephen M. Brown (WBAI), Adrianna Casenave (KPFT), Janet Coleman (WBAI), Benito Diaz (WPFW), Brian Edwards Tiekert (KPFA), Jose Luis Fuentes-Roman (KPFA), Janet Kobren (Secretary, KPFA), Robert L. Mark (KPFT), Brenda Medina (Assistant Secretary, KPFK), Tony Norman (Vice-Chair, WPFW), George Reiter (KPFT), Cerene Roberts (WBAI), Robert Rabin (Affiliate-WVQR), Pete Tucker (WPFW), Margy Wilkinson (KPFA).

One member was excused: Janis Lane-Ewart (Affiliate-WFAI).

One KPFK Listener-Director seat was vacant.

Also present: John Proffitt (Pacifica Executive Director), Jon Almeleh (Pacifica Technical Director), John P. Garry III (Recording Secretary Pro-Tem), Berthold Reimers (WBAI General Manager) and members of the public.

This meeting was live-streamed from several websites, including KPFTX.org. The agenda and audio for this meeting can be accessed at <http://kpftx.org/archive.php>

The Board met in executive session prior to this meeting from 9:27 AM to 11:05 AM in the same location.

[Audio Part 1 pnb150614a.mp3]

CALL TO ORDER (11:16)

The meeting was called to order by the Chair at 11:16 AM Pacific Time.

ROLL CALL (11:17)

An initial quorum of 18 was established.

TIMEKEEPER (11:19)

Medina volunteered to be the timekeeper for individual speakers and the agenda. A 90-second time limit for speakers was continued from the previous session.

XIII. NATIONAL ELECTION SUPERVISOR (11:19)

Joy Williams (National Election Supervisor) reported via Skype. Discussion followed.

Birden **moved to extend** 10 minutes. Second not recorded.

Motion **passed** by a show of hands: Yes—14, No—4, Abstain—1. (11:50)

Discussion continued.

Diaz **moved to extend** 10 minutes. Second not recorded.

Motion **failed** by a show of hands: Yes—5, No—11.

Discussion continued until the expiration of time.

Roberts **moved to extend** 30 minutes. Reiter seconded. **Passed** without objection. (12:08)

[Audio Part 2 pnb150614b.mp3]

VIII. ELECTIONS COMMITTEE REPORT AND MOTIONS (12:08)

Bob Lederer (Elections Committee Chair) reported via Skype and **moved** the following motion:

Motion to Amend 2009 PNB Policy on LSB Election Airtime

In order to simplify requirements for on-air time during LSB elections so that they are clear and manageable, be it therefore resolved that section 3 of the 2009 Pacifica Foundation LSB Election Policy be amended to strike the current paragraphs 2 through 5 and replace them with the following:

1. General information carts by the NES—two (2) at 30 seconds and two (2) at 60 seconds for a total of four (4) such airings per day—will be broadcast in the morning, afternoon, evening and overnight, throughout the nomination period. Where a station airs programming in a language other than English, carts will be made available in that language.
2. Each program that is at least one hour in length shall include an election tutorial of 4 to 5 minutes, prepared by the NES, on two separate days during the nomination period. If all or a significant part of the program is broadcast in a language other than English, the tutorial will be made available in that language.

Edwards-Tiekert **moved to strike** Paragraph 2. Wilkinson seconded.

Roberts **moved to extend** 15 minutes for the motion and 10 minutes for public comment. Kobren second. **Passed** without objection. (12:31) Discussion continued.

Reiter **moved to substitute** Edwards-Tiekert's amendment: In Paragraph 2 there shall be one tutorial per one hour program during the nomination period instead of two. Mark seconded.

Casenave **called the question**. Motion to end debate **passed** by a show of hands: Yes —15, No—2, Abstain—1.

Reiter's substitute motion **failed** by a roll call vote: Yes—4, No—12, Abstain--4

Yes—Allen, Mark, Medina, Reiter.

No—Argueta, Brazon, J. Brown, Casenave, Coleman, Diaz, Edwards-Tiekert, Kobren, Medina, Roberts, Tucker, Wilkinson.

Abstain—S. Brown, Fuentes-Roman, Norman, Rabin.

Edwards-Tiekert's amendment **passed** by a roll call vote: Yes—9, No—8, Abstain—3.

Yes—Argueta, Brazon, Coleman, Edwards-Tiekert, Fuentes-Roman, Medina, Reiter, Tucker, Wilkinson.

No—Allen, Birden, J. Brown, Casenave, Diaz, Kobren, Mark, Roberts.

Abstain—S. Brown, Norman, Rabin.

New main motion:

Motion to Amend 2009 PNB Policy on LSB Election Airtime

In order to simplify requirements for on-air time during LSB elections so that they are clear and manageable, be it therefore resolved that section 3 of the 2009 Pacifica Foundation LSB Election Policy be amended to strike the current paragraphs 2 through 5 and replace them with the following:

1. General information carts by the NES—two (2) at 30 seconds and two (2) at 60 seconds for a total of four (4) such airings per day—will be broadcast in the morning, afternoon, evening and overnight, throughout the nomination period. Where a station airs programming in a language other than English, carts will be made available in that language.

Roberts **moved to amend**: That the Executive Director shall direct each General Manager to complete and return to the National Election Supervisor, and copy the PNB Elections Committee Chair, a weekly log of election-related carts played.

Casenave seconded

Amendment **passed** by a show of hands: Yes—15, No—0, Abstain—2.

New main motion:

Motion to Amend 2009 PNB Policy on LSB Election Airtime

In order to simplify requirements for on-air time during LSB elections so that they are clear and manageable, be it therefore resolved that section 3 of the 2009 Pacifica Foundation LSB Election Policy be amended to strike the current paragraphs 2 through 5 and replace them with the following:

1. General information carts by the NES—two (2) at 30 seconds and two (2) at 60 seconds for a total of four (4) such airings per day—will be broadcast in the morning, afternoon, evening and overnight, throughout the nomination period. Where a station airs programming in a language other than English, carts will be made available in that language. The Executive Director shall direct each General Manager to complete and return to the National Election Supervisor, and copy the PNB Elections Committee Chair, a weekly log of election-related carts played.

Amended main motion **passed** by a roll call vote: Yes--15, No--1, Abstain—4.

Yes—Allen, Argueta, Brazon, Casenave, Coleman, Edwards-Tiekert, Fuentes-Roman, Kobren, Mark, Medina, Rabin, Reiter, Roberts, Tucker, Wilkinson.

No—Diaz.

Abstain—Birden, J. Brown, S. Brown, Norman.

PUBLIC COMMENT (12:50)

Public comment was heard for ten minutes.

S. Brown **moved** a working lunch and an executive session. **Failed** by substitution. Edwards-Tiekert **moved** a 30 minute lunch. Medina seconded. **Passed** without objection.

LUNCH RECESS (1:04)

[Audio Part 3 pnb150614c.mp3]

The Board reconvened at 1:42 PM. The roll was called and a quorum was established.

AGENDA ADJUSTMENTS (1:42)

Allen **moved to amend** the agenda: The Pacifica Affiliate Joint Underwriting Project shall be placed first on the agenda. Second not recorded. **Failed** by substitution.

Roberts **moved to substitute**: Hold a one-item, telephonic PNB meeting on June 25 to discuss the Pacifica Affiliate Joint Underwriting Project. Medina seconded.

Substitute **passed** by a roll call vote: Yes—10, No—9, Abstain--1.

Yes—Argueta, Brazon, J. Brown, Casenave, Diaz, Kobren, Medina, Norman, Roberts, Tucker.

No—Allen, Birden, S. Brown, Edwards-Tiekert, Fuentes-Roman, Mark, Rabin, Reiter, Wilkinson.

Abstain—Coleman.

New main motion:

There shall be a one-item, telephonic PNB meeting on June 25, 2015 to discuss the Pacifica Affiliate Joint Underwriting Project.

Motion **passed** by a roll call vote: Yes—16, No--4, Abstain—0.

Yes—Allen, Argueta, Brazon, J. Brown, S. Brown, Casenave, Coleman, Diaz, Edwards-Tiekert, Kobren, Mark, Medina, Norman, Reiter, Roberts, Tucker.

No—Birden, Fuentes-Roman, Rabin, Wilkinson.

Argueta **moved to amend**: Reconsider the previous vote on Motion to Amend 2009 PNB Policy on LSB Election Airtime. It shall be the first agenda item (5 minute item). Reiter seconded.

Motion **passed** by a show of hands: Yes—12, No—7, Abstain—0.

The Chair ruled that a 2/3 vote was not required and the Motion to Reconsider was on the agenda and was in order. The Chair also explained that the 2/3 vote requirement for amending the agenda would not apply for the adjustments made to the agenda during the In-Person meeting.

Casenave **moved to amend**: The motion to approve the CFO Job Description shall be the second item of this session. Second not recorded.

Motion **passed** by a roll call revote: Yes—18, No—1, Abstain—1.

Yes—Argueta, Birden, Brazon, J. Brown, S. Brown, Casenave, Coleman, Diaz, Edwards-Tiekert, Fuentes-Roman, Kobren, Mark, Norman, Rabin, Reiter, Roberts, Tucker, Wilkinson.

No—Medina.
Abstain—Allen.

Casenave **moved to amend**: The LSB review Budget Motion shall be the third item of this session. Diaz seconded.

Motion **passed** by a roll call vote: Yes--12, No--6, Abstain—2.

Yes—Argueta, J. Brazon, J. Brown, Casenave, Diaz, Kobren, Medina, Norman, Rabin, Reiter, Roberts, Tucker.

No—Allen, Birden, S. Brown, Coleman, Mark, Wilkinson.

Abstain—Edwards-Tiekert, Fuentes-Roman.

Kobren **moved to amend**: Add the three motions from today's executive session that were referred to open into open session after LSB Budget review. They shall constitute the new Item 4 of this session. Diaz seconded.

Motion to amend **failed** by a roll call vote: Yes—5, No—11, Abstain—3.

Yes—J. Brown, S. Brown, Diaz, Kobren, Reiter.

No—Allen, Birden, Brazon, Casenave, Edwards-Tiekert, Fuentes-Roman, Mark, Medina, Roberts, Tucker, Wilkinson.

Abstain—Argueta, Norman, Rabin.

Rabin **moved to amend**: The Oscar Lopez Resolution shall be the first item of this session. Kobren seconded. **Passed** without objection.

Roberts **moved to amend**: Motion on the Subcarrier Leases shall be the third agenda item of this session (12 minute item). Medina seconded.

Motion **passed** by a roll call vote: Yes—9, No—6, Abstain—5.

Yes—Argueta, J. Brown, Casenave, Diaz, Fuentes-Roman, Medina, Norman, Roberts, Tucker.

No—Allen, Birden, Brazon, S. Brown, Coleman, Wilkinson.

Abstain—Edwards-Tiekert, Kobren, Mark, Rabin, Reiter.

Medina **moved to amend**: Conclude at a time-certain of 5:30. Casenave seconded. **Passed** without objection.

Birden **moved to amend**: Foundation Counsel shall be the third item of this session. Coleman seconded.

Motion **failed** by a roll call vote: Yes—6, No—11, Abstain—3.

Yes—Allen, Birden, Brazon, S. Brown, Coleman, Reiter.

No—J. Brown, Casenave, Diaz, Edwards-Tiekert, Fuentes-Roman, Mark, Norman, Rabin, Roberts, Tucker, Wilkinson.

Abstain—Argueta, Kobren, Medina.

[Audio Part 4 pnb150614d.mp3]

OSCAR LÓPEZ RIVERA RESOLUTION (2:39)

RESOLUTION ON THE RELEASE OF
PUERTO RICAN POLITICAL PRISONER, OSCAR LÓPEZ RIVERA

Pacífica Foundation Meeting of the Board of Directors meeting in Los Angeles, June 12-15, 2015, adopts the following resolution:

Whereas: Puerto Rican Independentista and Political Prisoner Oscar López Rivera has been in Federal Prisons since 1981, charged with “seditious conspiracy” to overthrow the Government of the United States in Puerto Rico and convicted thereof;

Whereas: Religious, labor, community, student and political leaders in Puerto Rico and in Puerto Rican communities in the US, without regard to their positions on the status of Puerto Rico, broadly have called on President Obama to release López Rivera;

Whereas: Pacifica Foundation is based upon a philosophy of solidarity with social and political movements that work for social justice and human rights;

Be it thereby resolved: that the Pacifica Foundation National Board calls for the release of Oscar López Rivera and, further calls for broadcasts on this topic to be aired on its five stations, and that this resolution be shared with the Pacifica Affiliates, in support of national and local campaigns for Oscar’s liberation.

Resolution **adopted** by a roll call vote: Yes—17, No—0, Abstain—3.

Yes—Argueta, Brazon, J. Brown, S. Brown, Casenave, Coleman, Diaz, Fuentes-Roman, Kobren, Mark, Medina, Norman, Rabin, Reiter, Roberts, Tucker, Wilkinson.

Abstain—Allen, Birden, Edwards-Tiekert.

RECONSIDERATION OF A MOTION PREVIOUSLY ADOPTED (2:48)

Argueta **moved to reconsider** the vote on Reiter’s amendment to the Motion to Amend 2009 PNB Policy on LSB Election Airtime taken in the morning session. Birden seconded.

Reiter **moved to end debate** on the Motion to Reconsider. Debate ended without objection. Motion to Reconsider **passed** without objection.

The original Motion to Amend 2009 PNB Policy on LSB Election Airtime was brought to the floor. [see amended main motion after amendments and debate below]

Reiter **moved to extend** 5 minutes. Edwards-Tiekert seconded. **Passed** without objection (2:56)

Reiter **moved to amend**: In Paragraph 2 there shall be one tutorial per one hour program during the nomination period instead of two. Second not recorded.

Amendment **passed** by a roll call vote: Yes—11, No—5, Abstain—4.

Yes—Argueta, Birden, J. Brown, S. Brown, Casenave, Coleman, Kobren, Mark, Norman, Rabin, Reiter.

No—Brazon, Diaz, Fuentes-Roman, Medina, Wilkinson.

Abstain—Allen, Edwards-Tiekert, Roberts, Tucker.

Amended main motion:

Motion to Amend 2009 PNB Policy on LSB Election Airtime

In order to simplify requirements for on-air time during LSB elections so that they are clear and manageable, be it therefore resolved that section 3 of the 2009 Pacifica Foundation LSB Election Policy be amended to strike the current paragraphs 2 through 5 and replace them with the following:

1. General information carts by the NES—two (2) at 30 seconds and two (2) at 60 seconds for a total of four (4) such airings per day—will be broadcast in the morning, afternoon, evening and overnight, throughout the nomination period. Where a station airs programming in a language other than English, carts will be made available in that language.
2. Each program that is at least one hour in length shall include an election tutorial of 4 to 5 minutes, prepared by the NES, once during the nomination period. If all or a significant part of the program is broadcast in a language other than English, the tutorial will be made available in that language.

Amended main motion **passed** by a roll call vote: Yes—11, No—5, Abstain—4.

Yes—Argueta, Birden, J. Brown, S. Brown, Casenave, Coleman, Kobren, Mark, Norman, Rabin, Reiter.

No—Brazon, Diaz, Fuentes-Roman, Medina, Wilkinson.

Abstain—Allen, Edwards-Tiekert, Roberts, Tucker.

XV. PERSONNEL COMMITTEE (3:03)

CHIEF FINANCIAL OFFICER JOB DESCRIPTION (3:03)

The CFO Job Description was brought to the floor [see amended text below].

Fuentes-Roman **moved to amend**: Strike “and to the Executive Director” in the first paragraph. Brazon seconded.

Edwards-Tiekert **moved to extend** 15 minutes. **Passed** without objection. (3:18)

Edwards-Tiekert **called the question**. Motion to end debate **passed** without objection.

Amendment **failed** by a roll call vote: Yes—5, No—12, Abstain—3.

Yes—Brazon, J. Brown, Diaz, Fuentes-Roman, Roberts.

No—Allen, Argueta, Birden, S. Brown, Casenave, Coleman, Edwards-Tiekert, Kobren, Mark, Norman, Reiter, Wilkinson.

Abstain—Medina, Rabin, Tucker.

[Audio Part 5 pnb150614e.mp3]

Mark **moved to amend**: Minimum Requirements 8 shall be amended to read “CPA experience strongly preferred” and shall become Minimum Requirements 2. All other Minimum Requirements would then be moved down by one number.

Passed without objection.

Edwards-Tiekert **moved to extend** ten minutes. **Passed** without objection. (3:34)

Birden **moved to amend**: Minimum Responsibilities 7 (formerly 6): Replace “strongly preferred” with “required.” **Failed** for lack of a second.

Edwards-Tiekert **moved to amend**: Change the lower end of the salary to \$80,000. Reiter seconded.

Amendment **passed** by a roll call vote: Yes—15, No—2, Abstain—2.

Yes—Allen, Argueta, Birden, J. Brown, Casenave, Coleman, Diaz, Edwards-Tiekert, Fuentes-Roman, Mark, Norman, Rabin, Reiter, Roberts, Wilkinson.

No—Kobren, Medina.

Abstain—Brazon, Tucker.

Brazon enumerated several recommendations made by the Personnel Committee, which were incorporated into the text without objection.

Amended main motion:

I. The Chief Financial Officer (CFO) reports directly to the collective body of the Pacific National Board (PNB) and to the Executive Director (ED). The National Board will appoint, supervise, evaluate, re-appoint, and discharge the CFO. S/he shall cause the funds of the Foundation to be disbursed as s/he may be properly directed from time to time. The CFO shall render to the Executive Director and the Board an account of all of his/her transactions as CFO and of the financial condition of the Foundation whenever requested.

II. The Chief Financial Officer: oversees the organization's financial goals, objectives and budgets, the investment of funds and management of associated risks, supervises cash management activities, directs financial operations including payroll, internal controls and auditing; and establishes and maintains the objectives and strategy for the finance department. S/he shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, loses, capital, and net assets.

III. The Chief Financial Officer shall cause to be deposited all monies and other valuables in the name and to the credit of the Foundation with such depositories as may be designated by the Board. S/he shall protect the assets of the organization and meet all standards of transparency and accounting principles as befits a non-profit organization.

DUTIES AND RESPONSIBILITIES

1. Direct the financial and accounting functions and maintain responsibility for monthly and annual financial reporting, financial analysis, audit, banking, cash management, budgeting, and risk management.
2. Ensure timeliness, accuracy, and usefulness of financial and management reporting for federal and state funders, foundations, and the PNB. Supervise the timely preparation and communication of monthly, annual and any other financial statements.
3. Prepare and monitor the annual budget, financial projections for year-end forecasting and audit coordination, including preparation and collection of audit information, as well as function as the primary liaison to auditors.
4. Collaborate with other members of the senior management team on financial and fund raising priorities.

5. Manage the organization's banking relationships and cash position.
6. Administer the organization's investment portfolio; direct and supervise the organization's investment managers and advisers.
7. Directly supervise all accounting functions by station Business Managers, participate in evaluations of all station Business Managers, approve the hires and/or termination of all station Business Managers. Directly supervise all accounting functions by station Business Managers, participate in evaluations of all station Business Managers, approve the hires and/or termination of all station Business Managers.
8. Maintain official financial records and documents, and ensure compliance with federal, state and local regulations and reporting requirements (such as annual information returns; payroll withholding and reporting; 990s, etc.)
9. Supervise all financial compliance and recognition for government (federal, state and local) contracts and private grants.
10. Ensure proper management of all Pacifica assets including real estate, investment funds, and SCAs (sidebands) in collaboration with the Executive Director and under the direction of the Pacifica National Board.
11. Assure adequate control and accounting of all finds, including developing and maintaining sound financial practices, and remaining up-to-date on non-profit audit best practices and state and federal law regarding non-profit operations.
12. Provide financial leadership, advice, and financial transparency, and establish financial goals for the network working with the Executive Director and national Board of Directors.
13. Experience in or with non-profit organizations preferred.

MINIMUM REQUIRMENTS

1. 10 years of accounting and financial management experience, including
 - a. financial analysis
 - b. reporting
 - c. not-for-profit compliance
 - d. supervision of accounting staff
2. CPA experience strongly preferred.

3. Knowledge of GAAP protocols.
4. Familiarity with FCC and CPB requirements strongly preferred.
5. Experience explaining financial position and reports to lay people and disseminating financial information with clear and readable narratives and visuals.
6. Facility with Microsoft Dynamics GP and ability to analyze accounting systems and software and updates where necessary.
7. Experience with multi-unit budgeting and reporting strongly preferred.
8. Knowledge of the noncommercial broadcast sector helpful.
9. Excellent oral and written communication skills.
10. Ability to meet deadlines under time pressure.

Salary: \$80,000--\$115,000, depending on experience.

Submission date: July 31, 2015.

CFO Job Description **approved** by a roll call vote: Yes—18, No—2, Abstain—0.

Yes—Allen, Argueta, Brazon, J. Brown, Casenave, Coleman, Diaz, Edwards-Tiekert, Fuentes-Roman, Kobren, Mark, Medina, Norman, Rabin, Reiter, Roberts, Tucker, Wilkinson
No—Birden, S. Brown.

Edwards-Tiekert **moved** to suspend the rules for public comment. Disallowed by the Chair.

WBAI LSB SUBCARRIER MOTION (3:49)

Roberts **moved**:

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

That an accounting of all SCA related income and expenses, since January 2009, including

billing and payment of legal and collection fees, and maintenance and upgrade costs, and any other expense, be submitted to the respective General Manager and LSB, and to the PNB within 45 days of its passage of this motion, and further.

That pending and future contracts are to be signed by both national and local management with adequate and reasonable submission to the respective LSB and to the PNB for advance review and feedback.

Edwards-Tiekert **moved to refer** to the Finance Committee, with a directive to figure out how to implement it without adversely impacting the budget of the National Office. Allen seconded.

Roberts **moved to amend** Edwards-Tiekert: The motion shall be the first item of business at the next National Finance Committee meeting and it shall be the first item of business at the July 9, 2015 PNB meeting. Second not identified.

Diaz **moved to extend** 15 minutes. Allen seconded. **Passed** without objection.

Casenave **called the question** on the amendments. Debate ended without objection.

Motion to amend **failed** by a roll call vote: Yes—6, No—9, Abstain—4.

Yes—Argueta, J. Brown, Casenave, Medina, Rabin, Roberts.

No—Allen, Birden, S. Brown, Coleman, Diaz, Kobren, Reiter, Tucker, Wilkinson.

Abstain—Edwards-Tiekert, Fuentes-Roman, Mark, Norman.

Motion to refer **passed** without objection.

Allen **moved** to proceed to public comment for 20 minutes. Kobren seconded.

Motion **passed** by a show of hands: Yes—13, No—3, Abstain—3.

[Audio Part 6 pnb150614f.mp3]

PUBLIC COMMENT (4:15)

Public comment was heard for 19 minutes.

[Audio Part 7 pnb150614g.mp3]

LSB REVIEW BUDGET (4:34)

Casenave **moved**:

[see amended text below]

Diaz seconded.

Kobren **moved to amend**: "The station's GM shall be responsible for providing the necessary reports to the LSB in a timely manner *and be available during LSB meetings to answer questions when the LSB reviews the report.*" Diaz seconded.

The WBAI General Manager was invited to contribute to the discussion.

Roberts **move to amend** Kobren: Add "where possible."

Amendment **passed** by a show of hands: Yes—11, No—4, Abstain—4.

New amendment:

Kobren **moved to amend** (amended by Roberts): "The station's GM shall be responsible for providing the necessary reports to the LSB in a timely manner *and be available where possible during LSB meetings to answer questions when the LSB reviews the report.*" Diaz seconded.

Amendment **passed** by a roll call vote: Yes—14, No—2, Abstain—3.

Yes—Argueta, J. Brown, S. Brown, Casenave, Coleman, Diaz, Edwards-Tiekert, Kobren, Norman, Rabin, Reiter, Roberts, Tucker, Wilkinson.

No—Mark, Medina.

Abstain—Allen, Birden, Fuentes-Roman.

New main motion:

Per the Pacifica bylaws, Article Seven, Section 3, Item A. that LSBs "review and approve that station's budget and make quarterly reports to the Foundation's Board of Directors regarding the station's budget, actual income and expenditures," the PNB directs the LSBs to make their reports of a quarterly comparison of budget to actual income and expenditures, plus cash flow, to the PNB quarterly, no later than 30 days after the end of each. The station's GM shall be responsible for providing the necessary reports to the LSB in a timely manner and be available where possible during LSB meetings to answer questions when the LSB reviews the reports. The financial reports shall be generated from data in the General Ledger, and each station shall use the same software in order to facilitate the collection, analysis, and reporting of this information. Further, these financial reports should include income statements, balance sheets, cash flow reports, and cash flow projections.

Failure to provide the necessary budget drafts and financials as outlined above shall be key considerations in the G.M.'s performance review by the LSB and PNB.

In order for the LSBs to comply with their duties per the bylaws, the E.D. shall direct the General Manager of each station to produce and send to their LSBs an electronic file of the budget draft at least 3 days in advance of the meeting during which the LSB is scheduled to approve the budget, and to produce and send to the LSB accurate current financials as described above at least quarterly. The E.D. shall also direct the G.M.s to send an electronic file of the station's LSB-approved budget to the NFC with a CC to the respective LSB within 3 days of approval as well as an electronic file of the station's NFC-approved budget to the station's LSB within 3 days of its approval. Failure to provide the necessary budget drafts and financials as outlined above shall be key considerations in the G.M.'s performance review by the LSB and PNB. The budget drafts sent to the NFC should include all assumptions used to arrive at budget figures.

The NFC shall also review the finances of the Pacifica National Office and its units quarterly as well. The CFO shall send an electronic file of the PNO's and each unit's budget drafts to the NFC with a CC to the E.D. at least 3 days prior to being presented to the NFC for approval, and an electronic file of the PNOs and its units' NFC-approved budgets to the PNB within 3 days of its approval. Failure to do so shall be a key consideration in the CFO's performance review by the PNB.

Motion **passed** by a roll call vote: Yes—15, No—2, Abstain—2.

Yes—Allen, Argueta, J. Brown, S. Brown, Casenave, Coleman, Diaz, Edwards-Tiekert, Kobren, Norman, Rabin, Reiter, Roberts, Tucker, Wilkinson.

No—Mark, Medina.

Abstain—Birden, Fuentes-Roman.

Edwards-Tiekert **moved** to take Programming Motion 2 from the table. Second not identified.

Motion to take from the table **passed** by a roll call vote: Yes—11, No—7, Abstain—1.

Yes—Argueta, J. Brown, Casenave, Diaz, Edwards-Tiekert, Fuentes-Roman, Medina, Norman, Roberts, Tucker, Wilkinson.

No—Allen, Birden, S. Brown, Coleman, Kobren, Mark, Reiter.

Abstain—Rabin.

Roberts **moved** to allot 15 minutes for this item. **Passed** without objection.

The PNB Programming Committee recommends to the PNB that all action on the creation of "Program Councils" pursuant to a previous motion from the Programming Committee to the PNB, be held until after the Committee is able to receive and review information about station program operations (pursuant to motion passed by the Committee on 12/19/14) and provides recommendations to the PNB.

The provision of said feedback to the PNB will be a priority of the Committee and our expectation is that the report will be sent to the PNB by March 13, 2015.

Reiter **moved to substitute**: The PNB directs the ED to inform the GMs that they must establish program councils in their stations by August 1, in accordance with the procedure established in the PNB motion of 2012.

Reiter **moved to extend** seven minutes. **Failed** for lack of a second.

Substitute motion **failed** by a roll call vote: Yes—4, No--14 , Abstain—2.

Yes—Allen, Argueta, S. Brown, Reiter.

No—Birden, J. Brown, Casenave, Coleman, Diaz, Edwards-Tiekert, Fuentes-Roman, Kobren, Mark, Medina, Norman, Roberts, Tucker, Wilkinson.

Abstain—Brazon, Rabin.

Main motion **passed** by a roll call vote: Yes—16, No--1, Abstain—3.

Yes—Allen, Argueta, Birden, J. Brown, Casenave, Coleman, Diaz, Edwards-Tiekert, Fuentes-Roman, Kobren, Mark, Norman, Rabin, Roberts, Tucker, Wilkinson.

No—Reiter.

Abstain—Brazon, S. Brown, Medina.

The meeting adjourned at 5:28 PM due to the expiration of time.
