

**PACIFICA FOUNDATION RADIO  
PACIFICA NATIONAL BOARD SPECIAL MEETING  
From Various Locations via Telephone Conference  
REVISED DRAFT AGENDA - Open Meeting  
Thursday, January 28, 2016 - 8:30PM ET**

**I. Call to Order**

**A. Roll call and establishment of quorum**

Grace Aaron, KPFK	Tony Norman, WPFW
Johnathan Alexander, KPFK	Michael Novick, KPFK
Wesley Bethune, KPFT	Efia Nwangaza, WMXP Affiliate
Jim Brown, WPFW	Vinisha Patel-Adams, KPFT
Adriana Casenave, KPFT	Ron Pinchback, WPFW
Bill Crosier, KPFT	Nancy Sorden, WPFW
Brian Edwards-Tiekert, KPFA	Margy Wilkinson, KPFA
Jose Luis Fuentes-Roman, KPFA	
Jevon Gammon, Uhuru Radio Affiliate	
Jan Goodman, KPFK	
Janet Kobren, Listener, KPFA	

**B. Identify Timekeepers - one for speakers (90 seconds) and one for agenda items**

**C. Excused absences**

**D. Agenda Approval (30 min.)**

**E. Minutes Approval (5 min.)**

- 01.21.16 Draft PNB OPEN meeting minutes

**II. Directors introduce themselves (@90 seconds = appx 35 min.)**

**III. Timeline for electing permanent officers (15 min.)**

Note: This involves determining for each officer position (Chair, Vice Chair, Secretary) and Recording Secretary: 1) nomination open and close dates, 2) date for sending out ballots, 3) identifying ballot teller and talliers, 4) setting a ballot return deadline, and 5) setting date for ballot results

**A. 2016 PNB officers election motion**  
[Kobren, noticed 1/28/16]

(see APPENDIX A below)

**IV. Time-sensitive matters**

**A. Action regarding iED (10 min.)**

1. iED Motion  
[Brown, noticed 1/28/16]

(see APPENDIX B below)

**B. PNB Committee Process (15 min.)**

1. Composition of PNB Committees  
(see APPENDICES C&D below)
2. Begin 2016 PNB Committee sign-up process

**C. Discuss February 4 Regular Meeting agenda (10 min.)**

**V. Adjourn (by 10:30 PM ET)**

**APPENDIX A:**

**2016 PNB officers election motion**

[Kobren, noticed 1/28/16]

Move that the following timetable be adopted for the 2016 PNB officers elections,

Nominations for Chair, Vice Chair and Secretary shall open tonight at the January 28, 2016 PNB meeting and continue via email until Friday, January 29, 2016, 12 midnight ET

Ballots for Chair, Vice Chair and Secretary shall be sent out by the Secretary Protem and balloting shall begin on Saturday, January 30, 2016 to Monday, February 1, 2016, 12 midnight ET

Ballots for Chair, Vice Chair and Secretary shall be returned via email to the teller Terry Goodman and two ballot recipients (TBD) by Tuesday, February 2, 2016, 12 midnight ET.

Ballots shall be counted by the teller and the two ballot recipients on Tuesday, February 2, 2016 and the vote count shall be reported by the teller by noon on February 3, 2016.

The newly elected officers shall assume their responsibilities on February 4, 2016.

**APPENDIX B:**

**iED Motion**

[Brown, noticed 1/28/16]

Whereas, the motion appointing Lydia Brazon as IED expires at the end of January,

Move that the Pacifica National Board re-appoint, Lydia Brazon Acting and Interim Executive Director of the Pacifica Foundation, effective today, January 28, 2016 and,

That Lydia Brazon, at her request, shall serve as interim Executive Director without the benefit of a salary, and

That Lydia Brazon shall serve in this capacity until a permanent Executive Director is hired by the Pacifica National Board

## APPENDIX C:

### **Article Eight, Other Committees of the Board of Directors, Section 2: Composition of Board Committees**

Except as otherwise provided in these Bylaws, all committees shall include at least one Director from each Foundation radio station and two Delegates, who are not then serving as Directors, from each radio station, provided, however, that the inclusion of Delegates on a committee shall not be required where the Board by a majority vote determines that the privileged, sensitive or confidential nature of the matters to be addressed by said committee preclude the inclusion of Delegates as committee members in order for said committee to effectively and efficiently perform its duties. The Board may designate one or more Directors as alternate members of any committee. Director committee members shall be selected by a majority vote of the Board using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the Board shall use the single transferable method of voting to select committee members. Delegate committee members shall be elected by their respective LSBs using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the LSBs shall use the single transferable method of voting to select committee members.

## **APPENDIX D:**

### **PNB COMMITTEES, WORKING GROUPS & TASKFORCES DESCRIPTIONS**

*See Article 8, Section 2 of the bylaws (or APPENDIX A above) regarding PNB Committee membership.*

## **COMMITTEES**

### **Special Committees**

#### COORDINATING

- coordinates PNB activities between meetings, especially in-person meetings

#### FINANCE

- reviews and recommends the annual budget to PNB; monitors and reports Foundation financial activities at least quarterly

#### PERSONNEL

- prepares evaluation of the Executive Director (ED) and Chief Financial Officer (CFO)

### **“Regular” Committees**

#### AUDIT

- oversees annual audit: reviews and recommends potential auditors. Excludes Finance Committee members.

#### COMMITTEE OF INCLUSION

- monitors the under-representation of communities in station programming and staffing and the diversity of election candidates

#### ELECTIONS

- helps with the planning for Local Station Board/Delegate elections including making recommendations for cost-cutting etc.

#### GOVERNANCE

- regularly reviews the Foundation's bylaws and policies for governance of Board activities

#### PROGRAMMING

- insures that programming at Foundation stations meets and fulfills the Foundation's purposes: [http://pacificafoundation.org/indexed\\_bylaws/art1sec2.html](http://pacificafoundation.org/indexed_bylaws/art1sec2.html)

## **PNB WORKING GROUP**

### **STRATEGIC PLANNING WORKING GROUP**

- formed on July 9, 2015 by the PNB
- composed of Directors and (i)ED to review proposals and strategic plans for the Foundation and submit them to the full board for approval

## **TASKFORCES**

*Directors volunteer through the PNB; delegates, listeners, and staff volunteer through the LSB.*

### **AFFILIATES**

- devises ways to expand and strengthen relationships with affiliate stations

### **ARCHIVES**

- advises on building Archives' infrastructure and reach

### **DEVELOPMENT**

- recommends plans to increase network profile, listenership and income

### **SPANISH-LANGUAGE PROGRAMMING**

- assists in implementation of Spanish-language programming motion

### **TECHNOLOGY**

- advises on foundation infrastructure and information technology