

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD REGULAR MEETING
From Various Locations via Telephone Conference
DRAFT AGENDA - Open Meeting
Thursday, August 4, 2016 - 8:30PM ET

I. Call to Order

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	Cerene Roberts, WBAI
Brian Edwards-Tiekert, KPFA	Nancy Sorden, WPFW
Jose Luis Fuentes-Roman, KPFA	Margy Wilkinson, KPFA
Jevon Gammon, Uhuru Radio Affiliate	
Jan Goodman, KPFK	
Janet Kobren, Listener, KPFA	

- A. Roll call and establishment of quorum

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

- C. Excused absences

- D. Agenda Approval (30 min.)

II. Special Order of Business

Setting the timeline for the second ballot of the 2016 bylaws amendment process (15 min.)

(see APPENDIX A below)

III. PNB Committees and Taskforces

A. WPFW LSB motion

1. WPFW LSB Recommendation to cancel WPFW 2016 Election (5 min.)
(see APPENDIX B below)

B. Coordinating Committee

1. Report on the Bylaws Amendments process (first ballot) (10 min.)
(see APPENDIX C below)

C. Finance Committee motions

1. Fundraising motion #1 (5 min.)
(see APPENDIX D below)
2. Fundraising motion #2 (5 min.)
(see APPENDIX E below)

IV. iED Report (15 min.)

V. CFO Report (20 min.)

VI. Old Business

A. Formal response to WBAI LSB (10 min.) [Roberts]

B. Motion on health care expenses [Crosier]

(see APPENDIX F below)

C. Motion regarding Directors inspections of Personnel files [Kobren]

(see APPENDIX G below)

VI. Old Business (cont.)

- D. Reconsider Bylaw Amendment Proposal
[Roberts]

(see APPENDIX H below)

- E. Motion to rescind PNB Secretary motion
[Roberts]

(see APPENDIX I below)

- F. MOTION: Paying PRA
[Roberts]

(see APPENDIX J below)

- G. Pacifica Financial Crisis - Discussion and Actions Needed
[Crosier] (60 min.)

- H. Funding for audits, payroll, insurance, elections
[Crosier]

(see APPENDIX K below)

VII. New Business

- A. Motion regarding KPFK's advance Central Services payments
[Roberts] (10 min.)

(see APPENDIX L below)

- B. Motion regarding the streaming of meetings that do not achieve quorum
[Novick]

(see APPENDIX M below)

VIII. Adjourn

(by 10:30 PM ET)

APPENDIX A:

Bylaws amendment timeline recommendation to the PNB

[PNB Governance Committee, Approved 8/2/16]

Vote on Aug. 4 to make the record / website publication date Aug. 8

(add 45 days)

PNB vote on proposed amendment on Sept. 22 (4th Thurs. - Special meeting)

(add 60 days)

LSBs vote on PNB-approved proposals by Nov. 20 (3rd Sun.)

APPENDIX B:

WPFW LSB Recommendation to cancel WPFW 2016 Election

[WPFW LSB, approved 7/28/16]

The WPFW Local Station Board Recommended to the PNB that the 6 certified listener delegate candidates and 3 certified delegate staff candidates be declared elected since the number of certified delegate candidates are not more than the number delegates to be elected. The WPFW LSB also recommended that the PNB cancel the WPFW delegate election for 2016 which would greatly reduce the WPFW's election cost.

APPENDIX C:

Motion regarding determination of KPFA's proposed bylaws amendments ballot

[Kobren, noticed 8/4/16]

Given that the way the KPFA Delegates dealt with voting on the first ballot of the proposed bylaws amendments was irregular in that they were voted on as motions and also that two of the Delegates were participating via remote access, resolved that the results from KPFA shall not be included in determining the final results of the first ballot.

APPENDIX D:

Fundraising Motion #1

[NFC, approved 6/21/16]

That the NFC recommend that the PNB direct all local station boards and board members to immediately undertake fundraising efforts as follows: 1) seeking sustaining memberships without premiums.

APPENDIX E:

Fundraising Motion #2

[NFC, approved 6/21/16]

That the NFC recommend that the PNB direct all local station boards and board members to immediately undertake fundraising efforts as follows: 2) seeking people who might provide no-interest loans to the foundation to finance a fundraising mailing by the National Office.

APPENDIX F:

Motion on health care expenses

[Crosier, noticed 3/16/16]

Given the difficult financial situation of the foundation, the PNB shall create a task force, to include the CFO and ED, to investigate the means of reducing health care expenses while respecting the welfare of our employees. This task force should begin work immediately, with the goal of finishing by the end of April, so that their recommendations can be used by the National Office in the budget templates to be provided to stations this spring, in preparation for the FY2017 budgets. The task force shall be composed of 6 PNB members plus the CFO, and should be elected via STV by e-mail ballots.

APPENDIX G:

Motion regarding Directors inspections of Personnel files

[Kobren, noticed 4/7/16, modified per Section 33 of Roberts Rules, 4/21/16]

Whereas, Article 12, Section 3 of the bylaws and California Corporate Code, PNB Directors “have the absolute right at any reasonable time to inspect and copy all of the Foundation’s books, records and documents of every kind” (see citations below); and

Whereas, personnel files are part of such records and documents; and

Whereas, in 2008 Pacifica Corporation Counsel Dan Siegel advocated that medical records be kept in separate files from personnel files and during his participation in the March 28, 2008 PNB open session continuation meeting of the March 20, 2008 PNB meeting during which a discussion of Directors inspections that included personnel files, he said the following (transcribed verbatim from the audio archive at <https://kpftx.org/archives/pnb/pnb080328/pnb080328a.mp3>):

The reality of it is and people can disagree or not with the law but the law basically says look, the Foundation is the employer and the board is the leadership of the employer so the rights of board members are really equal to, or superior to, that of any staff, HR person, general counsel, executive director and so on. So the board really does have the legal right to look at all this stuff.

It seems that where we have to balance it, because there are not cases that have actually addressed these issues, is when you get to areas where an individual may have a Right to Privacy under the California constitution, and that clearly includes medical stuff and it also includes personnel records. But the counter argument is, is that if anyone is allowed to look at those personnel records, then certainly Board members are.

As to what people are looking for, we’ve had all sorts of requests from, you know I want to find out how much so-and-so charged for lunch last Friday when they used the Foundation credit card to I want to find out how much we’ve spent on stringers at a station over the last two years. People want to know all sorts of things.

and Whereas, at some Pacifica units some Directors have faced resistance by management and/or have not been allowed by management to inspect and copy personnel files; and

Whereas, one staff member mischaracterized a director’s inspection at her station and appealed to her LSB to put limits on a Director’s rights (see below); and

Whereas, that LSB has been discussing putting conditions and limits on Directors regarding their Directors inspections of personnel files that would involve instructing their GM to abide by those conditions and limits,

Resolved that:

Regarding the matter of a Director’s inspection of personnel files, other than health records covered by HIPAA, access to Directors shall be granted in performance of their fiduciary duty, and

The PNB directs the IED/ED to direct unit managers to remove health records covered by HIPAA from personnel files and maintain them separately.

Also resolved that:

The PNB directs the IED/ED to direct unit managers (KPFA, KPFB, KPFT, WBAI, WPFW, PRA) to comply with any properly noticed Directors inspection and grant access per Article 12, Section 3 of the bylaws and California Corporate Code.

The PNB also directs all LSBs and staff to not interfere in the duties of any Director regarding Directors inspections.

Also resolved that:

Copies of personnel files shall have all personal information redacted; and

All personal file information obtained from a Pacifica unit via a Director’s inspection shall be reported to the PNB and kept confidential within the PNB unless the PNB specifies otherwise; and

All personal file information obtained regarding senior management via a Director’s inspection shall be reported to the PNB and kept confidential within the PNB unless the PNB specifies otherwise.

APPENDIX G (cont.):

Article Twelve, Corporate Records, Report and Seal, Section 3: Directors: Inspection Rights

Every Director, or his or her designated agent, shall have the absolute right at any reasonable time to inspect and copy all of the Foundation's books, records and documents of every kind and to inspect the physical properties of the Foundation.

California Corporations Code:

8334. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

KPFA Local Station Board

January 22, 2016

Dear LSB Members:

Thank you for agreeing to give of your time to serve KPFA and it's community listeners. I'm sorry to have to introduce a sour note at the first meeting of 2016.

I am writing to object in the strongest terms to the action taken by LSB and Pacifica National Board member Janet Kobren, who made copies of my personnel file and that of several of my KPFA colleagues.

When KPFA Business Manager Maria Negret asked Janet Kobren what she was looking for, she reportedly said, "I'll know it when I see it". This smells like a fishing expedition. I have not been informed that I have been accused of any improprieties, nor that there are any legitimate business purposes that would require a Pacifica National Board member to go through my file, make copies of it, and take it off the premises. There are 2 PNB members. Are we to understand that they can all have copies of anyone and everyone's personnel files across the network?

At a time of increasing public sensitivity over surveillance and government overreach, it is deeply disturbing for a member of the PNB to act in such a way.

I make the following demands of Janet Kobren, which I hope the LSB will support:

- Inform affected union members why you made copies of our personnel files
- Inform affected union members if you have shared our personnel information with anyone else
- Inform affected union members the precise location you have kept our files while they've been in your possession – at your home, at an office, where? If you have not kept our information securely under lock and key, where have our files been stored.
- Finally, return the copies of our files to KPFA's Business Office

This incident has violated my privacy and perhaps California state law which guarantees workers a right to privacy. If there's a case to be made for why Janet Kobren acted in this way, please communicate it to those of us who were affected. If not, I hope the LSB will make it clear to Janet Kobren that this was an abuse of her position, she should answer the questions above, and neither she nor anyone else should repeat the violation.

Thank You,


Aileen Alfandary
KPFA News Co-Director
aileen@kpfa.org

APPENDIX H:

2016 Bylaw Amendments Timeline (First Ballot)

[Approved by PNB, 4/7/16]

For the 2016 Bylaws Amendment Process (first ballot), all properly proposed Bylaws amendments shall be submitted to the Pacifica National Board Secretary at secretary@pacifica.org and shall be held until the "Notice Date" April 17, 2016. that date which is 45 days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board on April 7, 2016.

The Delegates at each of the 5 stations shall vote on the proposed amendment(s) within the 60 day period beginning with the voting date of the PNB which is determined on April 7, 2016 (recommend PNB vote date to be Thursday, June 2, 2016).

Per Article 17, Section 1 of the bylaws:

Under A. PROPOSING AMENDMENTS

Amendments may be proposed by:

- (1) six (6) Directors;
- (2) a majority vote of the Delegates of each of two radio stations;; or
- (3) a petition signed by at least one percent (1%) of all Members, which petition to be considered "proposed" must be delivered to the Foundation's Secretary

Under B. VOTING AND APPROVAL

- (2) (ii) in the case of amendment(s) proposed by Member petition pursuant to Section 1(A)(3) above, said proposed amendment(s) must first be presented to the Board and the Delegates for approval as set forth in Section 1(B)(2)(i) above. If any proposed amendment is approved by the Board and the Delegates, then, unless membership approval is required under Section 1(B)(3) below, the amendment shall be adopted. If any proposed amendment is not approved by the Board and Delegates, then it shall be submitted to the Members for approval and shall be adopted if approved by the Members as set forth in Section 1(B)(4) below. Voting shall be completed by December 31 of the year in which the amendments are proposed.

Please visit Pacifica.org to access the bylaws, Article Seventeen, [Amendment of Articles of Incorporation and Bylaws](#), Section 1: Amendment of Bylaws

APPENDIX I:

Motion regarding PNB Secretary

[Approved by PNB 6/2/16]

Whereas when the bylaws were written the PNB was to meet only quarterly, and

Whereas the number of PNB meetings has grown to an average of two open meetings plus one closed meeting a month, and

Whereas in addition to producing PNB meeting minutes, the duties and responsibilities of the PNB Secretary include: preparing for and producing draft agendas for all PNB meetings, being present at and throughout PNB meetings to do roll calls and tally votes, submitting report-outs for PNB executive sessions, preparing and managing committee membership lists, maintaining PNB Director information, maintaining LSB membership lists, creating LSB membership lists after LSB elections, maintaining LSB runners-up lists, shepherding through the proposed bylaws amendment process (now two times per year), performing a role in the Affiliates Directors process as laid out in the bylaws, preparing ballots and other tasks for PNB STV processes, preparing board resolution documents, signing official documents, and doing secretarial correspondence and other assorted tasks, and

Whereas the almost exponential growth of PNB meetings has put an enormous tax on the PNB Secretary, usually held by a Director whose tasks are carried out on a volunteer basis in addition to his/her work as a Director, member of PNB committees and member of his/her LSB, and

Whereas the responsibilities of the PNB Secretary are gargantuan and amount to a full-time job when performed diligently, and

Whereas in the past the PNB has provided assistance to the PNB Secretary in the form of volunteer help in preparing draft PNB meeting minutes (note that currently no such volunteer support is available), and

Whereas in the past the PNB has provided paid assistance for the PNB Secretary in preparing draft meeting minutes, and

Whereas under normal conditions paid staff support is provided to the Foundation Secretary with no such paid staff support currently available, and

Whereas there is a backlog in draft PNB meeting minutes, an upcoming in-person PNB meeting, and having PNB meeting minutes is imperative,

Resolved that the Coordinating Committee recommends the PNB approve financial support for the PNB Secretary to prepare past and future open PNB meeting draft minutes. Janet Kobren has been serving as PNB Secretary without financial compensation and she requests this remain the case. Any financial compensation for assistance in support of the work of the Secretary would go to others. Such paid assistance shall come out of the PNO budget and shall be on a temporary basis at a rate of no more than \$20/hour for up to 3 hours per meeting, coming to a total of \$720 for the backlog, \$60 per meeting going forward, and \$1,000 lump sum for the upcoming in-person meeting.

APPENDIX J:

MOTION: Paying PRA

[Roberts, noticed 6/21/16]

Whereas, the Pacifica National Office is funded by Affiliate fees as well as by direct member donations and bequests, and by stations' Central Services payments, but the Pacifica Archives is funded primarily by stations' Central Services payments and cannot make its listener donation goals without being granted access to the air, thereby rendering it more reliant upon Central Services, be it hereby resolved

That for each month, the stations shall make their monthly Central Service payments to the Pacifica Radio Archives before making the same month's payment to the National Office.

APPENDIX K:

Funding for audits, payroll, insurance, elections

[Crosier, noticed 7/7/16]

Failure to fund the FY2014 and FY2015 audits has put Pacifica into serious trouble. Therefore I move that the National Office is authorized to debit station accounts no later than July 31, 2016 to cover the outstanding FY 2014 audit balance of \$67,000 proportionately (see table below) with the payments to be credited to the oldest outstanding central services bill for that station in the preceding 12 month period.

(Table based on percentage of total foundation revenues raised)

KPFA Revenue \$2.193M Percentage 34% Amount \$23K

KPFB Revenue \$1.898M Percentage 29% Amount \$19K

WBAI Revenue \$1.013M Percentage 15% Amount \$11K

KPFT Revenue \$728K Percentage 12% Amount \$8K

WPFW Revenue \$585K Percentage 10% Amount \$6K

Going forward to ensure funding for the FY2015 audit, insurance, meeting legal requirements and basic bylaws compliance, the managers of each station are required to make funding the following as their top priorities, each month, in the following order, effective immediately:

1. Payroll and health benefits
2. Utilities and Rent
3. Central Services payments for the current month
4. Election costs
5. Other expenses

APPENDIX L:

Motion regarding KPFK's advance Central Services payments

[Roberts, noticed 7/15/16]

Until such a time that a well-thought out plan is created to address past due Central Services around the network, any funds taken from KPFK for general organizational needs and obligations will be treated as KPFK's advance Central Services payments.

APPENDIX M:

Motion regarding the streaming of meetings that do not achieve quorum

[Novick, noticed 8/3/16]

Resolved that if a PNB meeting fails to achieve quorum it shall be streamed on KPFTX.org only for the purpose of taking an official roll call and setting an adjourned meeting (if appropriate).