PACIFICA FOUNDATION RADIO PACIFICA NATIONAL BOARD SPECIAL MEETING From Various Locations via Telephone Conference UPDATED DRAFT AGENDA - Open Session Thursday, March 26, 2015 – 8:30PM ET

I. Call to Order

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.)

(10 min.)

- **E.** Minutes Approval
- 5.8.14 Draft PNB OPEN meeting minutes
- 5.22.14 Draft PNB OPEN meeting minutes
- 6.5.14 (Continuation from 5.22.14) Draft PNB OPEN meeting minutes
- 2.26.15 Draft PNB OPEN meeting minutes

II.	CPB authorization	(15 min.)
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(See APPENDIX C)

III. New Business

A. Basic fiscal information motion (10 min.)

Whereas Pacifica Directors need basic fiscal information to make decisions, Therefore, the PNB requests the following documents by 04-02-2015:

- 1.) Current Pacifica Balance Sheet
- 2.) A Cash Flow Report, projected through the end of this fiscal year
- 3.) A Statement of Operations (Complete Profit & Loss)

4.) A List of Major Payables [Noticed on 3/26/15 at 4:13 PM ET by Allen]

IV. Old Business

**** PREVIOUSLY NOTICED MOTION ****

A. SIDEBAND MOTION from the WBAI LSB (0 min.)

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. [Added 10-24-13] [Re-noticed on 3/26/15 at 4:26 PM ET by Roberts]

V. Adjourn

(by 9:30PM ET)

APPENDIX C:

PROPOSED RESOLUTION OF THE PACIFICA NATIONAL BOARD

RECITALS

WHEREAS, the Pacifica Foundation (Pacifica) is the licensee of noncommercial stations KPFA/KPFB, Berkeley, California; KPFK, Los Angeles, California; KPFT, Houston, Texas; WPFW, Washington, D.C.; and WBAI, New York, New York; and

WHEREAS, each of these stations has been supported by grants from the Corporation for Public Broadcasting (CPB); and

WHEREAS, no Pacifica representatives currently have access to CPB's Integrated Station Information System (ISIS), the confidential online information system for depositing, archiving and retrieving information essential for CPB grantees; and

WHEREAS, Pacifica's Interim Executive Director, who is principally responsible for station management and station operations, is Margy Wilkinson; and

WHEREAS, Raul Salvador is currently Pacifica's Chief Financial Officer; and

WHEREAS, the Pacifica stations are currently managed by the following managers: KPFA/KPFB – Quincy McCoy, General Manager; KPFK – Zuberi Fields, Interim General Manager; KPFT – Duane Bradley, General Manager; WPFW – Tiffany Jordan, General Manager; and WBAI – Berthold Reimers, General Manger; and

WHEREAS, Pacifica's CPB Compliance/IT Assistant Director is Otis Maclay.

NOW, THEREFORE, in order to secure Pacifica's access to ISIS, the PNB hereby resolves that:

- (1) Pacifica's Executive Director or Interim Executive Director is designated as Head of Grantee.
- (2) Pacifica's Chief Financial Officer is designated as Licensee Official.
- (3) The managers or interim managers of Pacifica stations are designated as the Grants Administrator and Administrator of the Station Activity Survey (SAS) for their respective stations.
- (4) Pacifica's CPB Compliance Officer and Assistant Director of Information Technology is designated as SAS Administrator and Grants Administrator for all Pacifica stations.

CERTIFICATION: As Secretary of the PNB, I hereby certify that the foregoing Resolution was adopted by the PNB on _______, 2015 pursuant to Articles Five and Six of the Amended and Restated Bylaws of the Pacifica Foundation, which are attached.

By:

Janet Kobren

Date: March____, 2015

Teresa Allen, KPFT Rodrigo Argueta, KPFK Carolyn Birden, WBAI Lydia Brazon, KPFK Jim Brown, WPFW Stephen Brown, WBAI Adriana Casenave, KPFT Janet Coleman, WBAI Benito Diaz, WPFW Brian Edwards-Tiekert, KPFA Jose Luis Fuentes, KPFA

Margy Wilkinson, iED Other guest: Kim Kaufman, KPFK Janet Kobren, KPFA Janis Lane-Ewart, KFAI Affiliate Robert Mark, KPFT Brenda Medina, KPFK Tony Norman, WPFW Robert Rabin (Siegal), WVQR Affiliate George Reiter, KPFT Cerene Roberts, WBAI Pete Tucker, WPFW Margy Wilkinson, KPFA

Raul Salvador, CFO

Legend: P = Present, A = Absent, E = Excused absence