

**Pacifica National Board Agenda (Open Session)  
In-Person Meeting, Channel Inn Hotel, Washington DC  
September 23-26, 2011**



WPFW 89.3 FM, Washington, D.C., hosts the Pacifica Foundation National Board of Directors for a four-day meeting, with a locally inspired theme of *Jazz, Justice & Us!*

**Note: Special Workshops**, open to all attendees, are scheduled for each morning before the official sessions begin, for informal discussion and brainstorming. These do not require quorum, but director participation is highly encouraged. They are scheduled for 8:00-9:00 AM, as follows:

- Fri. Sep. 23: **Developing Orientation Sessions** for LSB candidates, and newly-elected LSB members
- Sat. Sep. 24: **New National Programming** - special (for example, related to the 2012 elections) and ongoing
- Sun. Sep 25: **Development, Fundraising, Marketing, Promotion** – increasing listenership and revenues
- Mon. Sep 26: **Disaster & Emergency Planning** (earthquakes, floods, blizzards, hurricanes, etc.)

**Friday, September 23**

**8:00 – 9:00 AM** Special Workshop (1): **Developing Orientation Sessions and Packages** for LSB candidates, and newly-elected LSB members.

**9:00AM – 12:00 PM** Executive Session to discuss legal, proprietary, personnel, and/or other confidential matters.

**KPFA - Berkeley, CA:**

- Laura Prives
- Tracy Rosenberg
- Dan Siegel
- Andrea Turner

**KPFK – L.A., CA:**

- Ken Aaron
- Rodrigo Argueta
- Lydia Brazon
- Summer Reese

**KPFT – Houston, TX:**

- Teresa Allen
- Jessica Apolinar
- Wesley Bethune
- Bill Crosier

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

- Nia Bediako
- Carolyn Birden
- Kathy Davis
- Alex Steinberg

**WPFW – Washinton. DC:**

- Bruce Wolf
- Campbell Johnson
- Kimory Orendoff
- Marcel Reid

**AFFILIATES:**

- Heather Gray
- Efia Nwangaza

**STAFF & COUNSEL:**

- Arlene Engelhardt, ED
- LaVarn Williams, CFO

**12:00 PM – 1:00 PM** Lunch

**1:00 PM – 2:00 PM** Open Session

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**I. Call to Order and Opening Business - PNB Chair** (1 Min.)

**a. Roll Call / Establish Quorum - Secretary** (4 Min.)  
**Determine excused absences – Chair**

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

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

**c. Agenda Approval** (10 Min.)

**d. Minutes Approval** Approval of accrued Open Session Minutes. (20 Min.)

**II. a.** Clarification of intent of 2008 motion regarding audio recordation of executive sessions for production of minutes, length of time of retention thereof, distribution and applicability to in-person meetings only. (12 Min.)

**b.** Motion by Birden to rescind above referenced 2008 motion re: audio recording of executive sessions. (12 Min.)

2:00PM – 3:00 PM Public Comment

3:00PM - 5:00PM Open Session

**III. Management Report 1. Chief Financial Officer LaVarn Williams**

**a. CFO Report and Financial Review** (50 Min.)

**b. Discussion and review of Correction of Deficiencies noted in Auditor’s Report** (60 min.)

**c. Distribution of Budgets for review prior to Saturday approval time** (10 Min.)

**5:00 PM Adjourn until the next morning**

5:30 – 9 PM Dinner and Jazz Night in Southwest (Westminster)

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**Saturday, September 24**

8:00 – 9:00 AM Special Workshop (2): **New National Programming** - special (for example, related to the 2012 elections) and ongoing network-wide cooperative, coordinated, special programming.

**9:00 AM Call to Order - PNB Chair** (1 Min.)

**a. Roll Call / Establish Quorum - Secretary** (4 Min.)  
**Determine excused absences – Chair**

**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> Laura Prives	<u>  </u> Ken Aaron	<u>  </u> Teresa Allen	<u>  </u> Nia Bediako
<u>  </u> Tracy Rosenberg	<u>  </u> Rodrigo Argueta	<u>  </u> Jessica Apolinar	<u>  </u> Carolyn Birden
<u>  </u> Dan Siegel	<u>  </u> Lydia Brazon	<u>  </u> Wesley Bethune	<u>  </u> Kathy Davis
<u>  </u> Andrea Turner	<u>  </u> Summer Reese	<u>  </u> Bill Crosier	<u>  </u> Alex Steinberg
<b><u>WPFW – Washinton, DC:</u></b>	<b><u>AFFILIATES:</u></b>	<b><u>STAFF &amp; COUNSEL:</u></b>	
<u>  </u> Bruce Wolf	<u>  </u> Heather Gray	<u>  </u> Arlene Engelhardt, ED	
<u>  </u> Campbell Johnson	<u>  </u> Efia Nwangaza	<u>  </u> LaVarn Williams, CFO	
<u>  </u> Kimory Orendoff			
<u>  </u> Marcel Reid			

9:00 AM – 12:00 PM Open Session

**IV. Committee Report (1) Finance and Budget Approval for All Units and Foundation**

**Finance Committee - Tracy Rosenberg, Chair** (15 Min.)

**Motion 1:** The NFC moves the PNB to Approve the Pacifica Radio Archives Budget (15 Min.)

**Motion 2:** The NFC moves the PNB to Approve the KPFT Budget (15 Min.)

With the modifications for the KPFT FY12 budget to include depreciation

**Motion 3:** The NFC moves the PNB to Approve the KPFK Budget (15 Min.)

With the following language: Henceforth all documents and financial records shall refer to funds contributed by Corporations and Companies at the behest of their employees as “Employer Matching Funds”. These funds, GL Account 5020, have previously been referred to as “Corporate Matching Funds” creating the false impression that Pacifica was accepting funds from “Corporations”.

**Motion 4:** The NFC moves the PNB to Approve the WBAI Budget (30 Min.)

With the recommendation to the PNB that the noted modifications to balance the WBAI FY12 budget, will be accompanied with a letter from the WBAI General Manager due no later than September 19, 2011, at 8:00 PM (ET) acknowledging WBAI's responsibility to pay shared services at the agreed upon rate of 19.5%.

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**Motion 5:** The NFC moves the PNB to Approve the WPFW Budget (30 Min.)

With the addition of a contingency document providing for the expense entailed by the station's required move

**Motion 6:** The NFC moves the PNB to Approve the KPFA Budget (30 Min.)

**Motion 7:** The NFC moves the PNB to Approve the National Office Budget (30 Min.)

There may be other subsidiary motions to the approval of the various budgets, which will be supplied by NFC.

**Total time for Finance Committee Report and Budget Approval Process:** (3 hours)

12:00 PM - 1:00 PM Lunch

1:00 – 2:00 PM Open Session

**V. Board Chair Report. Chair Summer Reese**  
To include any Executive Session Report Outs. (15 Min.)

**VI. Management Report 2. Executive Director Arlene Englehardt** (45 Min.)

2 - 3 PM Public Comment

3 – 5:30 PM Open Session

**VII. WPFW Reports**

**a. General Manager Report, Q & A** (45 Min.)

**b. LSB Chair Report, Q & A** (30 Min.)

Note: An executive session may take place following these reports, if needed, for contractual and legal issues related to WPFW's planned move to a new location.

**VIII. WBAI Management Report** (15 Min.)

**IX. Affiliates Call-In** (30 Min.)

**X. Committee Reports Cont. (2)**

**a. Audit Committee** (15 Min.)

**b. Committee Report Racism and Sexism** (5 Min.)

**c. Committee Report Technology** (5 Min.)

**d. Governance** (5 Min.)

**e. Development** (15 Min.)

**5:45 PM Adjourn until the next morning**

**6 - 10 PM Dinner and Theater (*Trouble in Mind*, at Arena Stage)**

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**Sunday, September 25**

8:00 – 9:00 AM

Special Workshop (3) **Development, Fundraising, Marketing, Promotion** – increasing listenership and revenues

9:00 AM – 10:00 AM

Executive Session to discuss legal, contractual, personnel, and/or other confidential matters

<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>
<input type="checkbox"/> Laura Prives	<input type="checkbox"/> Ken Aaron	<input type="checkbox"/> Teresa Allen	<input type="checkbox"/> Nia Bediako
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<input type="checkbox"/> Bruce Wolf	<input type="checkbox"/> Heather Gray	<input type="checkbox"/> Arlene Engelhardt, ED	
<input type="checkbox"/> Campbell Johnson	<input type="checkbox"/> Efia Nwangaza	<input type="checkbox"/> LaVarn Williams, CFO	
<input type="checkbox"/> Kimory Orendoff			
<input type="checkbox"/> Marcel Reid			

**10:00 AM**      **Call to Order - PNB Chair** (1 Min.)

**a. Roll Call / Establish Quorum - Secretary** (4 Min.)  
**Determine excused absences – Chair**

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

10:00 AM - 12:00 PM      Open Session

**XI. Committee Reports Cont. (3)**

**Strategic Recovery Plan Audit Task Force (FRAT) - Ken Aaron, Chair** (30 Min.)

**MOTION 1: Deficiencies Correction Timetable**

The Executive Director and the Chief Financial Officer shall work on correcting all deficiencies reported in the Feb 2011 Auditors Recommendations including evaluation of the business managers and software training at each station and update progress on the spreadsheet on the FRAT Yahoo Group. They shall update status of each deficiency by May 31st. Progress will be reported every two weeks thereafter. By July 30th it is expected that 70% of the deficiencies will have been remedied.

*(Passed without objection)*

**MOTION 2: Source of programming and funding, including syndicated Programs**

That each (i)PD of each of the five units/sister stations be required to supply to the Chair of the Board of the Pacifica Foundation (PNB,) a list of every program aired on his/her station, giving the name of program, time/day program airs, and whether the program is produced on-site, produced off-site for that station, is produced at one of the five sister stations, is produced at an affiliate station, or is produced by an outside production company and syndicated to that station, as well as others. Additionally, it shall be listed whether the program is volunteer produced and hosted, in-house paid producer and/or host, outside produced and the station pays for it, outside produced and free to the station, and whether it is underwritten, and if so, by whom.

*(Passed without objection)*

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**Motion 3: Increasing Listenership & Membership**

In order to bolster financial health of the foundation, the PNB should set as a goal that stations need to increase listenership & membership (while adhering to Pacifica's mission).

*(Passed without objection)*

**Motion 4: Plans for increasing listenership**

Station managers should submit plans for increasing listenership (as called for by the PNB in 2008) to the ED. The PNB should receive reports from the ED on the status of these plans.

*(Passed without objection)*

**Motion 5: Listenership criteria in GM & PD reviews**

Success in increasing listenership (or in the absence of listenership data, membership) while adhering to Pacifica's mission should be a key criteria in reviewing performance of station managers and program directors.

*(Passed 5 yes, 2 no, 1 abstention)*

**Motion 6: Programmer agreements**

Stations must have signed programmer agreement with all programmers as developed by the national office.

*(Passed without objection)*

**Coordinating Committee - Bill Crosier, Chair**

(15 Min)

**Motion 1: Additional PNB teleconference meetings**

The Coordinating Committee recommends to the PNB to schedule an extra Saturday teleconference in October and January. *Motion (amended by committee since July PNB meeting) passed in committee without objection*

**Motion 2: Retention of Executive Session Audio Recordings**

Whereas the Pacifica Foundation By laws direct the Secretary to keep or cause the Board's minutes to be kept, and the audio recordings of closed, executive sessions of the Pacifica National Board allows the PNB Secretary and Recording Secretary access for the purpose of the accurate production of the minutes, and,

Whereas, sufficient but not excessive time shall be allowed for the presentation of draft minutes to the board for board approval and,

Whereas questions or corrections raised at the board meeting when the draft minutes are presented to the PNB, require sufficient access and time by the Secretary and Recording Secretary to said audio to make said corrections if necessary,

Therefore, I move that the audio recordings of executive sessions of the Pacifica Board of Directors be preserved until such time as the PNB approves the minutes of said executive session after which, the audio shall be destroyed.

Further, until such time as the draft minutes are approved by the PNB, the audio recordings shall be preserved at most 120 days.

Further, that the PNB Secretary and Recording Secretary have access to said audio recordings for the sole purpose of producing accurate and timely minutes to the Pacifica National Board.

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*[motion passed with no objections, and two abstentions]*

**Personnel Committee - Nia Bediako, Chair**

(30 Min.)

Motion 1: The following steps must be taken in sequence in order to conduct an approved search for a candidate to fill an open position. All references below to “National Office” specifically indicate the National H.R. worker, if one is in place, or if not, the E.D.  
No objections.

LSB creates Search Committee – the PNB recommends that it include a minimum of 7 and a maximum of 11 members. (No objections) The Committee shall consist of LSB members, including paid and unpaid staff members. (No objections) Names, email addresses, and phone numbers of all committee members shall be sent to the National Office.

The Personnel Committee will provide a copy of the job description, candidate evaluation criteria, and confidentiality agreement (for non-LSB members) to the LSB Search Committee.

Search Committee shall arrange through the National Office for publication of an ad in venues reaching diverse communities per FCC and EEO guidelines and the ad shall be placed within 7 days of the request. Ad budget shall be set by the GM and LSB. In addition, an ad should be posted at the station’s premises, on its website and airwaves, and in its e-newsletter or other publications. Application period shall be 30-45 days, and applications shall be submitted to a central location in the National Office and then distributed to all Committee members via email.

Search Committee shall create a timeline for its work, including meetings, rankings, interviews, and reports at each LSB meeting. There shall be two sets of final interviews – one by any interested paid and unpaid staff (preferably during an evening or weekend to accommodate unpaid staff with day jobs), the other by the Committee, which LSB members who are not on the Committee may attend but in which they may not participate. The timeline shall include a meeting at which the Committee shall receive training from the National Office on laws and rules concerning the hiring process.

To assure equal treatment of all candidates, each interview round shall be conducted by the same method (e.g., phone, in-person, etc.). All initial interviews shall be by telephone.

All Committee meetings discussing the hiring process shall be noticed to the public, and held according to the open-meeting provisions of the Pacifica bylaws.

The Committee shall formulate a list of standard interview questions for all candidates.

The Committee shall decide on its pool (3-5) and rankings of recommended candidates using Single Transferable Voting, with Committee members strongly encouraged to write a brief explanation of their votes.

The Committee shall write a final public report explaining the process it went through in its search and recommendations. It shall also submit a confidential appendix to the LSB containing the names and rankings of its recommended pool members (3-5), along with any explanations written by Committee members of their votes.

In executive session, the LSB shall discuss and vote on whether to accept the candidate pool and rankings as presented by the Committee, or select candidates from the final round of interviews, as described in # 4 above.

**Elections Committee - Carolyn Birden, Chair**

(15 Min.)

**Affiliates Task Force**

(15 Min.)

**Programming Committee**

(15 Min.)

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12:00-1:00PM            Lunch  
1:00 – 2:00 PM            Open Session

**XII. Unfinished Business**

**a. Motion by Johnson: Outside Accounting Firm** (10 Min.)

The PNB hereby directs the Executive Director to solicit proposals from knowledgeable, experienced Certified Public Accounting firms to provide an engagement of managerial services that will involve an in depth review of Pacifica’s expense structure, accounting practices and operational leakages (or redundancies) and include recommended expense reductions to enable Pacifica to recover from the “going concern” alert status recently identified by our external auditor. The National Finance Committee and Audit Committee will jointly decide which firm will be selected. This selection will be provided to the PNB for final approval and contracting. The target date for the commencement of the engagement is May 2, 2011. Engagement recommendations and an implementation plan will be presented to the aforementioned committees. Upon PNB approval, the plan will be implemented immediately. Due to the critical nature of Pacifica’s need, recommendations from the CPA firm are requested as they are developed and should not await a final report. These recommendations and the firm’s reports will be provided by the firm simultaneously to the Executive Director, CFO, the PNB Audit Committee and the National Finance Committee.

**b. Motion by Johnson: Standing Rules on Financial Turnaround** (15 Min.)

**1. (Financial Accountability) This Standing Rule requires monthly approval of Pacifica’s financial reports by the PNB.** The consolidated, station, National Office and PRA financial reports need to include station budgets (and monthly performance and variances); cash flow statement; balance sheet; detailed analysis (including “aging”) of accounts payable and accounts receivable. Also, the reports should include projections of significant events. Lastly, the reports should include progress reporting on implementation of recent recommendations from the Auditors’ recent Management Letter. To effect an appropriate review, the PNB members must receive these written financial reports no less than 48 hours prior to its monthly meetings. Following periodic approvals as part of this Standing Rule, the Audit Committee will be charged with reviewing the presentations for sufficiency and accuracy.

Effectively executing its fiduciary responsibilities requires the PNB to engage and clearly understand our financial position. Pacifica’s Chief Financial Officer will be responsible for providing the monthly reports.

Reports will be reviewed and approved during the first day of the PNB’s in person meetings. This schedule will permit the PNB to use the Foundation’s financial status as a basis for making plans and taking actions during the remainder of the meeting. These procedures are comparable to those established by most successful nonprofit corporations.

**2. (Strategic Planning) This PNB Standing Rule ensures that it actively engages in the consistent development and implementation of comprehensive strategic planning for the Foundation.** By the PNB’s April meeting, the PNB must present and approve a strategic plan that will be reviewed and updated for the July, October and December meetings.

At the PNB December meeting, the PNB will provide an assessment of annual progress on implementing its strategic plan and make recommendations for the next PNB that will be seated in January.

The PNB Executive Committee/Officers will have primary implementation responsibility and will work with staff to undertake the needed work between quarterly meetings. The PNB Vice Chair may be assigned the leadership responsibility and volunteer facilitators may be employed as needed. Additional PNB members may participate in the work of this committee. These steps will be adopted as a Standing Rule. Later, the strategic planning process may become an amendment to the Bylaws.



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**3. (Committee Service)** Each PNB Board candidate must provide his/her respective LSB, or associated affiliate organization/station, with a statement indicating his/her qualifications for, and reasons for serving on each PNB committee.

**4. (Ethics Policy)** The Bylaws contain provisions related to Conflicts of Interest (Article Thirteen). Similarly, Pacifica has produced an "Ethics Policy", which some persons are asked to sign. However, there is no proactive way that Pacifica can ascertain the existence of a conflict of interest or ethics policy violation. To ensure the ability to assure our members that sound ethical policies are implemented, this Standing Rule requires confidential annual disclosures. These procedures will be developed with inputs from the appropriate PNB committees and in collaboration with our General Counsel.

There have been instances of PNB members and Pacifica employees bringing law suits against the Foundation during the course of their active service and employment. On the PNB, plaintiff members appear to have participated in Board negotiations on their cases. While these circumstances may have no ethical implications, we must recognize that many state governments, for profit and nonprofit organizations require confidential annual disclosures so that these entities are less vulnerable to unethical actions or the appearance thereof.

To ensure that the PNB and other persons associated with Pacifica can be confident about the effective implementation of fiduciary responsibilities, the PNB will establish confidential annual disclosure procedures so that all persons associated with Pacifica can avoid any appearance of a conflict of interests

**5. (Financial Expertise)** To protect the interests of Pacifica and Network stations, financial expertise is needed in regard to the station's budgeting and other financial matters. Therefore, this Standing Rule directs that either the LSB Treasurer and/or the PNB Director identified to serve as the station's representative on the Pacifica National Finance Committee must be chosen among those individuals having the strongest financial qualifications among the LSB Delegates.

**6. (Pacifica Bylaws Certification)** There is a Bylaws certification indicating the date of August 23, 2003. However, these Bylaws have been amended in July 2007 and September 2008. There is no statement of certification regarding these amendments. The certification by the Secretary in 2003 does not certify the amendments. This Standing Rule directs the Pacifica General Counsel to ensure that a certification of the amendments is provided as part of the Bylaws Certification.

And, the statement of Certification should include the Court Orders that are referenced as "Exhibit A" and "Exhibit B". The statement indicates that they are made a part of the Certification. If providing these exhibits along with the physical copies of the Bylaws is impractical, there should be a link or other identification of where the documents may be easily accessed without charge.

**Motion: The PNB hereby adopts the above six recommendations as Standing Rules to help Pacifica regain its financial stability, vitality and to achieve network growth.**

**c. Motion by Crosier: Public Criticism of Staff** (10 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.

**d. Motion by Steinberg: Membership Termination Standing Rule** (10 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

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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.

**e. Motion by Rosenberg: Publicists. *Passed unanimously at KPFA LSB*** (5 Min.)  
The PNB authorizes acquiring six (6) unpaid publicists within 30 days of the present date to work at each of the five (5) stations and one head Publicist to coordinate at National Office.

**f. Motion by Davis: Membership re: Malice** (10 Min.)  
Be it resolved that any person or member of the Pacifica Foundation that acts with malice and/or violence and/or levies threats; either verbal or physical against Pacifica staff or members of the LSB or PNB should be disqualified from membership and participation in Pacifica governance. Further, any person or member of the Pacifica Foundation who acts to limit or undermine the fund raising and or function of the Pacifica foundation or its radio stations and broadcast licenses should be disqualified from membership and participation in Pacifica governance. And, that any person or member of the Pacifica Foundation who acts to undermine, counterbalance, destroy or limit the Pacifica Bylaws should be disqualified from membership and participation in Pacifica governance.

2:00 - 3:00 PM                      Public Comment

3:00 – 5:30 PM                    Open Session

**XIII. New Business**

**a. From: Nwangaza:**  
**MOTION 1: To rescind the motion passed May 12, 2011 regarding the Pacifica Affiliates Task Force** (10 Min.)

**b. From: Nwangaza:**  
**MOTION 2: for a Pacifica Affiliates' – Pacifica Foundation Task Force** (15 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 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

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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.

**c. 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.

**d. 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.

**e. From Argueta:**

That as per the mandate of the Pacifica Race and Nationality Policy,

(10 Min.)

The Foundation shall establish a national/international newscast each weekday in the Spanish language be based at the KPFA station in Los Angeles, with participation of producers at other Pacifica stations and affiliates, and stringers from throughout the United States, the occupied lands of Mexico, the Caribbean Basin, south to Tierra del Fuego, Chile. The program will premier no later than January 1, 2006.

A-That the newscast will utilize and incorporate the skills of diverse racial and ethnic groups from the occupied lands of Mexico, the Caribbean Basin, south to Tierra del Fuego, Chile, in all phases of production, with special attention to the inclusion of Indigenous people and those of African descent.

B-That this program will include an ongoing focus on the oppression of Indigenous peoples, people of African Descent, and women, and will include examination of neo-colonialism and globalization, white supremacy, national, class, and gender oppression, genocide and poverty.

C-That Pacifica will also promote the expansion of local Spanish language news and public affairs programs.

D-That the executive director should provide an estimate of economic resources required if possible, to explore the local community resources available.

E-That the implementation details for this initiative be referred to the programming committee of the Pacifica Foundation Board of Directors. 1-2005

**f. From Brazon: Notice of Proposed Bylaws Amendment:**

(10 Min.)

Directors Allen, Bediako, Brazon, Campbell and Turner are calling for a Special Meeting on December 1, 2011 of the Pacifica National Board to vote on a proposed amendment to the Pacifica Bylaws Article 6, Section 1.

Existing Bylaws language:

Article Six, Meetings of the Board of Directors, Section 1: Time and

Place of Meetings

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The "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other times and places as agreed by a majority vote of the Board of Directors. The Board shall also regularly meet in March, June and September of each year. The four regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a meeting has been held in all other station areas.

CHANGES TO LANGUAGE: DELETED LANGUAGE IN BRACKETS, ADDED LANGUAGE IN CAPS

Article Six, Meetings of the Board of Directors, Section 1: Time and

Place of Meetings

The "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other times and places as agreed by a majority vote of the Board of Directors. The Board shall also {regularly} meet {in March, June and September of} **TWO TO FOUR TIMES** each calendar year **AS AGREED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS**. The **TWO TO** four **IN- PERSON** regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a meeting has been held in all other station areas.

The revised language would then read:

Article Six, Meetings of the Board of Directors, Section 1: Time and

Place of Meetings

The in-person "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other times and places as agreed by a majority vote of the Board of Directors. The Board shall also meet in person two to four times each calendar year as agreed by a majority vote of the Board of Directors. The two to four in-person regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a meeting has been held in all other station areas.

**5:30 PM            Adjourn until the next morning**

7 - 9 PM            WPFW reception/meet & greet staff & volunteers, tour, and fund drive participation

**Pacifica National Board Agenda (Open Session)  
In-Person Meeting, Channel Inn Hotel, Washington DC  
September 23-26, 2011**

**Monday, September 26**

8:00 – 9:00 AM Special Workshops (4) **Disaster & Emergency Planning** (earthquakes, floods, blizzards, hurricanes, etc.)

9:00 AM – 12:00 PM Executive Session to discuss legal, Proprietary, personnel, and/or other confidential matters

<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>
<input type="checkbox"/> Laura Prives	<input type="checkbox"/> Ken Aaron	<input type="checkbox"/> Teresa Allen	<input type="checkbox"/> Nia Bediako
<input type="checkbox"/> Tracy Rosenberg	<input type="checkbox"/> Rodrigo Argueta	<input type="checkbox"/> Jessica Apolinar	<input type="checkbox"/> Carolyn Birden
<input type="checkbox"/> Dan Siegel	<input type="checkbox"/> Lydia Brazon	<input type="checkbox"/> Wesley Bethune	<input type="checkbox"/> Kathy Davis
<input type="checkbox"/> Andrea Turner	<input type="checkbox"/> Summer Reese	<input type="checkbox"/> Bill Crosier	<input type="checkbox"/> Alex Steinberg
<b><u>WPFW – Washinton. DC:</u></b>	<b><u>AFFILIATES:</u></b>	<b><u>STAFF &amp; COUNSEL:</u></b>	
<input type="checkbox"/> Bruce Wolf	<input type="checkbox"/> Heather Gray	<input type="checkbox"/> Arlene Engelhardt, ED	
<input type="checkbox"/> Campbell Johnson	<input type="checkbox"/> Efia Nwangaza	<input type="checkbox"/> LaVarn Williams, CFO	
<input type="checkbox"/> Kimory Orendoff			
<input type="checkbox"/> Marcel Reid			

**1:00 PM**      **Call to Order - PNB Chair** (1 Min.)

**a. Roll Call / Establish Quorum - Secretary** (4 Min.)  
**Determine excused absences – Chair**

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

12:00 PM - 1:00 PM    Lunch

1:00 – 2:00 PM      Open Session

**2:00 PM**      **Adjourn**