

Draft Agenda
PNB Governance Committee
 Teleconference Meeting
Wednesday, May 27, 2020, 8:30 pm Eastern

Cttee Member Name	Station
Akio Tanaka	KPFA
Carol Wolfley	KPFA
Susan DaSilva	KPFA
Lawrence Reyes	KPFA
Elizabeth Von Gunten	KPFA
Michael Adler	KPFA
Ted Weisgal	KPFT

Cttee Member Name	Station
Nancy Saibara-Naritomi	KPFT
James R. Sagurton	WBAI
Michael D.D. White	WBAI
William Heerwagen	WBAI
Eileen Rosin	WPFW
Louis Wolf	WPFW
Craig Williams	WPFW

Shaded cells are PNB Directors.

Preliminary items:

1. Call to order
2. Roll call
3. Election of officers 10 min
4. Appointment of timekeepers 2 min
5. Agenda approval 5 min

Please note: there are no formal minutes from previous meeting; detailed notes were circulated among committee members.

6. PNB Public Comment Resolution 15 min

Motion needs amending; please submit your proposals.

Clarify committee's final disposition on the following points:

- Need to leave time for public participation in all LSB and PNB meetings, 30 and 60 minutes respectively?
- If so, can this requirement be satisfied in some other way (such as town hall meetings) (to avoid adding time to already overlong meetings)?
- In the event of allowing participation, can we limit each individual to a specific amount of time? And/or can we allow written comments or questions *only*?
- Must participants identify themselves?
- May, or should, someone from the LSB or PNB respond to public comments or questions? If not, what happens to them (and what would be their purpose if there is no response)?
- Should we write up this participation in one form or another?

Original motion:

Motion on public comment during PNB meetings

Whereas the PNB will be continuing to meet exclusively through teleconferences for the foreseeable future, due in part to socially-responsible physical distancing because of the coronavirus pandemic, and whereas technology for such teleconferencing is now widespread and increasingly full-featured;

Resolved that the Pacifica National Board will allow a period of public comment on all open meetings of the PNB, made possible by a call host or facilitator granting access to listeners to participate digitally during that period, unmuted for the 90-second period of each individual comment, and audible to everyone on the call or listening on the stream.

7. Virtual PNB Townhalls 15 mins

- Define where topics come from: board members? The public?
- Should topics include internal items like the bylaws? Or would this turn listeners away?
- How to broadcast
 - On air, which would pre-empt other shows?
 - Streaming online, which might not allow everyone to access?

8. Roll-call votes in minutes 10 mins

- In-person vs electronic. Define when votes need to be recorded by roll call or only by tallies.
- NS-N was to write up a motion.

9. Documents Sub-Committee 15 mins

- Effort to search meeting minutes for resolutions – started? Or, how to start / assign years?
- List of suggested documents to be included in Pacifica file storage
- Need to define access, administration, control
- Need to define naming conventions of files and folders for ease of locating
- Need to find best option for storage – Pacifica internal resources? Cloud storage?

10. Bylaws Review 15 mins

- How to initiate, what should be the process? Should we form a sub-committee?
- Is there any info from the symposium one member attended on updating bylaws and/or the lawyer she mentioned?

11. Motion referred by Strategic Planning Committee on Affiliates 15 mins

Whereas on April 4, 2019 the PNB adopted the recommendations of the Executive Director of the Pacifica Foundation to establish that the Pacifica Affiliate Network be recognized a separate department, and that the PNB affirmed the importance of the discrete financial management, accounting and reporting for the Pacifica Affiliates Network, and that now, in actuality, this functionally is the same as a being a unit of Pacifica.

[Therefore]: The Pacifica National Board now resolves that the Pacifica Affiliates Network be recognized and named as a Unit of the Pacifica Foundation.

This is what the PNB adopted on April 4, 2019:

To amend a motion previously adopted on the Affiliates program passed by the Pacifica National Board on September 20, 2018, the Pacifica National Board approves the proposal submitted to the PNB by our Executive Director on March 22, 2019, attached below, defining our existing Affiliates Program as a Department of the Pacifica National Office and naming it "the Pacifica Affiliates Network."

The Board approves the proposal with the understanding that Ursula Ruedenburg will be the General Manager of the Department and that she has worked with the Executive Director and NETA to define the structure and authority she needs to manage the Network as defined in the attached proposal. In particular, the PNB affirms the importance of the discrete financial management, accounting and reporting for the Pacifica Affiliates Network as detailed in the attached proposal and the need for it to be implemented now.

As the Department becomes fully operational, we expected it to further evolve and the PNB may take further action to better define the Affiliates Program. In order to proceed with organization of the Department, and with the Fiscal Year already half over, the PNB now approves the Affiliates budget Ursula Ruedenburg attached below as revised in the

3rd tab for April 1, 2019. This is critical, so that the business manager/bookkeeper can be hired now to work with NETA to implement the proposal. Once full financial data for the entire Pacifica Foundation is provided by NETA in May 2019 or later, final revision and approval of the Pacifica Affiliates Network budget may be made.

12. LSB Compliance with Bylaws re: Functioning Committees 15 mins

- Do all LSBs have functioning standing committees? Need to review Article Seven of the Pacifica Bylaws for guidance.
 - A rep from each station should report on the status of committees on their LSB.