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**PACIFICA FOUNDATION
BOARD OF DIRECTORS MEETING**

Taken on the date of:
Sunday, September 17, 2000

taken at the Double Tree Hotel
300 Army Navy Drive
Arlington, Virginia

Start time: 9:00 o'clock, a.m.
Pacifica Foundation
2390 Champlain Street, Northwest
Washington, D.C. 20009
before Elaine A. Merchant, a court reporter



**CAROL J. THOMAS STENOTYPE
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1 DR. BERRY: The meeting will come to order. And
2 the first item on the agenda is to approve the minutes and
3 to schedule the next meeting.

4 Could I get a motion to approve the minutes of
5 the last meeting?

6 MR. LEE: So moved.

7 DR. BERRY: Could I get a second?

8 MR. FORD: Second.

9 DR. BERRY: All in favor repeat by saying aye.

10 MS. CAGAN: I would like to speak on that.

11 I had sent a memo -- I'm sorry, I don't have the
12 exact date I did -- after I got these minutes to Bessie,
13 to our executive director. And I believe I cc'd it to
14 everybody else on the Board. I'm actually quite -- this
15 is fine, but it doesn't really tell us anything. I think
16 we need fuller more comprehensive minutes of our meetings,
17 including the Saturday committee meetings where the bulk
18 of the work happens.

19 And if the committees are really going to be
20 able to function from one meeting to the next, I know
21 we're all busy people, it's hard to remember, you know,
22 from the meeting that happens one month and then three or

1 four months later the next meeting that happens. I would
2 find it very useful to have more comprehensive minutes of
3 both the Sunday meeting and the Saturday committee
4 meeting.

5 MR. LEE: Madam Chair, what does that have to do
6 with the motion on the floor that's been moved and
7 seconded?

8 DR. BERRY: They're speaking to the motion.

9 MS. CAGAN: Right. Thank you.

10 DR. BERRY: Are you speaking to the motion of
11 whether you want to vote to approve the minutes?

12 MS. CAGAN: And, therefore, I would not accept
13 these minutes.

14 DR. BERRY: I've forgotten who had their hand up
15 next. I think you did.

16 MS. LYONS: I also feel the minutes were an
17 effort, but not fully adequate to reflect the discussion.
18 So I can't accept the two pages of some summaries that
19 we've got. I'm assuming those are the minutes to which
20 you're referring that we got in the mail, because I don't
21 think they were adequate.

22 And, secondly, given the fact that the executive

1 committee did meet during that meeting and we were told we
2 would have minutes of that I feel like that should have
3 been incorporated, however it's done, but incorporated.
4 We don't have minutes of that.

5 And I don't know, since we're dealing with the
6 past, whether the executive committee met since then. We
7 have no minutes of that.

8 So the bottom line is I'm obviously voting
9 against the motion. But the reasons are for adequacy of
10 the lack of inclusion in the Executive Board minutes that
11 occurred.

12 MR. LEE: Call the question.

13 DR. BERRY: Mr. Murdock.

14 MR. MURDOCK: Thank you, Dr. Berry. Certainly
15 the minutes do need to be reasonably accurate. And they
16 have to provide you with an outline of the things that
17 occurred. Really, we should have dealt with this if this
18 was an issue for you yesterday when we were talking about
19 governance issues so that we could have addressed how we
20 can just better take care of the issue in the future.

21 DR. BERRY: I don't agree with you.

22 But one of the other ways, however, to deal with

1 the issue of what's going on is also to read a transcript.
2 And all of the meetings have been recorded, so you can
3 certainly read a transcript and find out what went on.
4 You can also take your own notes.

5 DR. BERRY: Did somebody call for the call?

6 MR. LEE: Yes, I did.

7 DR. BERRY: The question has been called for.

8 All those in favor of the motion to approve the
9 minutes indicate by saying aye.

10 (Aye.)

11 DR. BERRY: Opposed?

12 (Nay.)

13 DR. BERRY: Okay. Moran, Lyons, Cagan and
14 Robinson say nay.

15 A majority has voted in favor of the minutes.

16 The minutes are approved.

17 And I will speak to the question. Mr. Murdock
18 is correct that there's a transcript of these meetings.
19 When I came on the Board there was no transcript of the
20 meetings. There was a big argument and debate from public
21 comment about there being no transcript with people not
22 being able to tell what happened at the board meetings.

1 We went to considerable expense to have a
2 reporter come to every single meeting to transcribe every
3 single thing that happens at the meeting. And then to put
4 that on the web site which is available to anyone. And
5 there are also printed copies of the transcript that are
6 available to people.

7 And if you have trouble downloading it from a
8 web site, I'd be happy to have somebody download it for
9 you and give it to you. Or if you don't have access to a
10 computer or you don't have access.

11 So having done that, there can be no dispute
12 about having available to people the full content of what
13 happened at the board meeting itself. That cannot be an
14 issue.

15 MR. MORAN: Since we're in discussion --

16 DR. BERRY: I'm not discussing the minutes. I
17 didn't recognize you, Mr. Moran. If you want to raise the
18 issue of whether there should be minutes of the
19 committees, then Mr. Murdock is right, you should raise
20 that issue with the committee and discuss it in the
21 committee and get a recommendation from the committee and
22 bring it to us at this meeting.

1 MS. LYONS: Did you address it in the executive
2 committee?

3 DR. BERRY: The executive committee met on
4 Friday.

5 MS. LYONS: Right here?

6 DR. BERRY: Yes, it did.

7 MS. LYONS: Are there minutes for that meeting
8 and where are the minutes from the last meeting?

9 DR. BERRY: The minutes for the meeting on
10 Friday are not available yet. We just met the day before
11 yesterday.

12 MS. LYONS: But what about the minutes from the
13 June meeting, are those available? That's why I raised
14 that issue.

15 MR. LEE: Where are we on the agenda? Is there
16 an agenda for this meeting?

17 DR. BERRY: Yes, there is, Mr. Lee. And I'm
18 trying to adhere to it.

19 MR. LEE: Thank you.

20 DR. BERRY: The minutes for the last executive
21 committee meeting, says the executive director, were
22 reported out to the Board, according to her. I have no

1 knowledge. I haven't been following this.

2 MS. LYONS: Could you say where, because I'm not
3 aware of that?

4 MS. WASH: The last board meeting that you
5 attended, if you check the transcript on-line, you'll see
6 that she reported out for the executive committee. In the
7 transcript. Get the transcript.

a MS. LYONS: The transcript on the web?

9 MS. WASH: That's right.

10 MS. LYONS: But I checked the transcript from
11 the January 11 and. I didn't see that.

12 MS. WASH: The first thing that was reported out
13 on after the executive director's report was the executive
14 committee.

15 DR. BERRY: Why don't we say this.

16 You can speak to the executive director about
17 this outside of the meeting. And if you don't have
18 minutes of the executive committee meeting after that and
19 you're unsatisfied, if you will E-mail me I will see that
20 you get immediately a response.

21 MR. LYONS: Thank you.

22 DR. BERRY: The scheduling of the next meeting.

1 The proposal is to schedule the next meeting for the first
2 weekend of March.

3 Does anyone have any objection, anyone who's
4 here have any objection to the first weekend in March as a
5 schedule for the next meeting?

6 Hearing none --

7 MS. CAGAN: I'm sorry, I just want to ask a
8 question.

9 If the next meeting is in March, when would the
10 next meeting be after that? It seems like that's a long
11 time between now and then. And then I know the last
12 meeting was June. March to June would not be a long time.
13 Is there any reason why we couldn't do it just like in
14 February, just in spacing of them?

15 DR. BERRY: Well, if you look at the dates,
16 February is a short month. And the first weekend in March
17 is not that different from the last weekend in February,
18 which was the other alternative. I mean, it's not that
19 one is talking about a great deal of time.

20 MR. MILLSPAUGH: And this meeting is unusually
21 early.

22 DR. BERRY: Yes. The one we're having right

1 now.

2 MR. LYONS: That's a long hiatus, that's the
3 issue.

4 MR. MILLSPAUGH: Well, I just answered because
5 part of it is because we are meeting so unusually early
6 this time instead of the fall.

7 MS. CAGAN: Right. But since this did happen
8 early, I'm wondering if, therefore, the spring meeting
9 could be in early February?

10 MS. WASH: The problem that we have with that is
11 fund drives.

12 DR. BERRY: Okay. So the first weekend in March
13 hearing no other objections.

14 My vice-chair, David Acosta, was not able to
15 come to this meeting because he's having some personal
16 difficulties, medical and otherwise. And that's why he is
17 not present at this meeting. I thought I would inform you
18 of that fact. He would have wished me to inform you and
19 ask that you be informed of that fact.

20 Let's go to the executive --

21 MS. CAGAN: I'm sorry, just one other question.

22 Where will that meeting be?

1 DR. BERRY: We don't know yet.

2 MS. WASH: The request was for Houston.

3 Somebody asked for Houston at the last board meeting. The
4 one for the spring was requested for Houston. And then
5 the one for June was requested for New York.

6 DR. BERRY: Okay. If there's no objection to
7 that, then --

8 MR. LYONS: New York, where I come from, was
9 skipped over this time due to reasons that were obviously
10 decided by the executive office. So I'm wondering if the
11 next one should not be in order, New York and then
12 Houston.

13 DR. BERRY: We don't have any order.

14 MR. MORAN: California has also been skipped.

15 DR. BERRY: There's no specific order of places
16 that one has to meet. There's no order that is prescribed
17 for the meetings of the Board insofar as I understand the
18 bylaws.

19 MR. LYONS: That's correct. I meant past
20 practice though. I mean, I'm not arguing law with you,
21 Mary. I just want to ask --

22 You know, my understanding --

1 We don't argue law here. My understanding was
2 that last meeting you said New York, then Houston. It
3 couldn't be New York. So I'm just saying that, you know,
4 the expectation would have been New York. It would seem
5 that the next one should be New York, then Houston.
6 That's how it should go.

7 MR. MORAN: Well, New York, then California,
8 because we have been skipped over too.

9 DR. BERRY: Say what you said.

10 MS. WASH: For logistics we need more time to
11 schedule a meeting in New York. Logistically we cannot do
12 it in a short period of time.

13 DR. BERRY: Because of hotels and expenses and
14 all sorts of things.

15 MR. LYONS: Luckily we have six months.

16 MS. WASH: When we did the initial search, I
17 just want to say this time around we were advised by the
18 hotel managers that we should start a year in advance for
19 New York City.

20 DR. BERRY: So by June we should all be settled,
21 so you should be settled to go to New York, you should.

22 Okay. Houston and then New York.

1 The executive director's report.

2 MS. WASH: I am pleased to report that we
3 continue to experience record listenership in the
4 foundation. This listenership growth is lead by WPFW and
5 KPFK. Our key measurements in all of our markets for
6 loyalty is very high. And that's also reflected in record
7 support.

8 DR. BERRY: You mean financial?

9 MS. WASH: In fund raising, yes.

10 I am in the process of looking for an HR
11 generalist to come into the foundation in order to
12 continue to help out with economies of scale in terms of
13 personnel and personnel issues. We're looking at an HR
14 firm and a CPR firm to review operations. And to make
15 sure that if there are any things we need to improve or
16 tighten up on that those things are recognized.

17 The managers right now are in the process of
18 working on their five year operational plan. As a matter
19 of fact, some are complete, hut some are in the process
20 of. And we'll be reporting on that at the next meeting.

21 I want to thank the Board for their continued
22 support. I'd like to thank my staff for their hard work

1 and commitment.

2 DR. BERRY: Okay. I want to say for myself,
3 Bessie, that you have done an excellent job taking hold in
4 the last six months under very difficult circumstances, as
5 they always are very difficult circumstances in an
6 administrative job like this. And I want to commend you
7 for remaining sane and trying to keep the Foundation
8 moving forward.

9 And I'm especially pleased by the increasing
10 audience numbers. I would like to look at the information
11 more carefully on the diversity of the audience. And I'm
12 glad that the stations still accept the notion that in
13 Pacifica those are the goals. That we want to reach
14 audience and diversity of audience with an aggressive
15 message.

16 Mr. Moran.

17 MR. MORAN: In terms of the consultants and
18 other people that we might bring in to look at accounting
19 practices or HR practices, to the degree that we need to
20 do that, I would like to urge Bessie and to urge us as a
21 Board to really think about bringing in firms that are
22 clearly progressive in nature. There are many firms out

1 there that do understand management objectives and
2 accounting objectives from a real different perspective of
3 how to set up an organization internally with values and
4 practices that are consistent with those that our
5 organization is aligned with.

6 So I think that we need to really pay extreme
7 attention, maybe even higher than to the cost, of the kind
8 of people that we bring into the organization to give us
9 advice, particularly when we think that we're deficient in
10 one area. That's where we want to bring those people that
11 really would know how to help our type of organization
12 grow in the way that it needs to grow.

13 DR. BERRY: Miss Cagan.

14 MS. CAGAN: Yes, thank you.

15 I have two things that I would like to raise.

16 One is that I totally understand and appreciate
17 the volume of work. And, you know, being fairly new,
18 although now it's, I don't know exactly when you came on,
19 but it's been, you know, several months at least, that
20 hopefully you've been settling in. But I am concerned, I
21 know through my own experience, that while on the one hand
22 we are informed and the Board is told that everything

1 needs to be directed to you for information, that I have
2 not been getting responses to E-mails. For instance, the
3 memo that I sent about the nature of the notes in the last
4 meeting. I never got a response from that. And I believe
5 there was another one also that I never got a response to.
6. Or two or three others.

7 So I'm concerned about that. And, again, I
8 understand there's a volume of work that's, you know,
9 intense and stuff. But I do think that if we are asked to
10 bring our concerns to you, then there needs to be a
11 mechanism to get a response. I'm not saying within 12
12 seconds. You know, within a few days at least to get a
13 response. That's one item.

14 The other item which has to do without process
15 as a Board and as an organization. It's not about your
16 performance or, you know, you personally in this position.
17 My understanding was, and please correct me if I'm wrong
18 somebody, was that you were brought on, the present
19 executive director was brought on as an acting or an
20 interim executive director. At some point, which I'm not
21 aware when this happened, you became the permanent
22 executive director. The word acting or interim was

1 dropped.

2 But my understanding is that there should have
3 been, and if there was somehow I missed it, a posting of
4 the job and a search for the job, which the acting or
5 interim director could have, you know, applied for and
6 maybe even had a legs up to get that job. But I'm not
7 sure that that process of posting and interviewing and
8 doing a search was carried out. So this is a question,
9 was there such a process, you know, or not?

10 DR. BERRY: I will answer the questions. On the
11 first point --

12 Are there other comments on this matter before
13 answer the questions?

14 On the first question that was raised by
15 Mr. Moran, the absolute first priority I would hope for
16 the executive director in hiring someone to deal with
17 financial matters or anything else would be that they have
18 the expertise to do it. And once they have demonstrated
19 expertise to do it, then she can worry about their
20 politics or lack thereof. And I also do not believe in
21 litmus tests for accountants and people like that to try
22 to figure out what they're doing. But I hope you just get

1 somebody who's competent. That's the first thing. And I
2 would assume that you would get someone who's competent
3 and someone who is not politically reprehensible in an
4 obvious and public way

5 The second point, the executive director was not
6 named as an acting executive director. You're
7 misinformed. Executive director was named as executive
8 director. And under our procedures if it is an internal
9 appointment, the procedures were followed for internal
10 appointments at this. And she was appointed for a year to
11 begin with as this position and has been in it, what,
12 about six months. So that's the answer to that question.

13 The third part of your question about minutes
14 and this and that and the other, there are two kinds of
15 questions that executive directors can be asked. And
16 you've been one yourself so you would know this.

17 One is operational questions that are about
18 details of things that are being implemented which an
19 executive director should be able to answer.

20 The other consists of policy questions which are
21 not up to the executive director to answer. For example
22 I pointed out here that if people don't like the fact that

1 minutes aren't taken at the committees or that minutes
2 aren't done in a certain way, it is a matter of policy
3 that Pacifica has never done minutes, not in my time or
4 that I know about, at committee meetings. If that's
5 something that you wish to raise, you should raise it with
6 your colleagues at a committee and say that I think from
7 now on --

8 MS. CAGAN: I did.

9 DR. BERRY: -- and vote on it and see if you get
10 support. And then recommend that that be done. That's
11 not up to the executive director to do.

12 So I would hope that when you ask questions, I
13 don't mean you personally, but the Board, would think
14 about whether this is an operational matter, that I'm
15 simply just getting information, or this is some decision
16 about changing the way we do things, that therefore I
17 ought to ask it a different way.

18 And then finally, I have just discussed with the
19 executive director the fact that the position in the table
20 of organization for the assistant executive director of
21 operations has been vacant for some time. And that person
22 is supposed to be the person who handles administrative

1 matters and details and so on. And that I think that that
2 position ought to be filled. And she is endeavoring to do
3 so which will give her some help in trying to answer the
4 details about various things that people have to suggest.

5 Ms. Lyons and then Mr. Moran.

6 MR. LYONS: I understand that the task is huge.
7 And the question I have is what is the mechanism when
8 situations come up? For example, the financial
9 consolidation situation that I raised yesterday in
10 committee, you know, specifically in terms of BAI, but as
11 total as a policy has operational aspects. Where should I
12 be bringing that up to find out?

13 The second question is where should I bring up
14 what is clearly an operational matter, although it has
15 other facets the situation of, for example, the recent
16 developments in Democracy Now? And, you know, the
17 question of continuation of that, of Aimee and her
18 situation and the situation of that program? Where do I
19 bring those up, because I would like to bring those two
20 issues up? Their emergent situations. And I want to know
21 what the process is to do that?

22 DR. BERRY: Two answers.

1 First, on consolidation the Board decided, on
2 the majority of the Board, on majority vote, to
3 consolidate financial operations in general in Pacifica
4 over two years ago. And that steps should be taken to do
5 that immediately in the interest of efficiency,
6 effectiveness, cost savings and for better management.
7 That was a board policy decision that was made by the
8 Board, okay. That decision has yet to be fully
9 implemented, but implementation is under way.

10 If you wish to change that decision, you should
11 ask your board committee or either finance or governance
12 or both to recommend to this Board that that policy be
13 changed if you don't approve of the policy.

14 MR. LYONS: Where do you evaluate -- let's deal
15 with that. Where do you evaluate the policy? All I'm
16 asking for is evaluation. I raised it properly yesterday
17 in the finance committee. I'm raising it again. Because
18 based on what you said about, you know, the executive
19 director and your office dealing with operational matters
20 it's clearly operational at this point.

21 I just want to know, where do I go forward on
22 this issue, if any place? is there a place to deal with

1 this issue of evaluation of the policy in the station?

2 DR. BERRY: Yes. There's always a place to go
3 for everything. It's only just figuring out where that
4 place is. If you believe that there ought to be an
5 evaluation of the policy even though it has not been fully
6 implemented, then you should ask that the committee set up
7 a process for evaluating the policy.

8 MR. LYONS: Now, what about the issues related
9 to Democracy Now which is in a crisis situation?

10 DR. BERRY: Which is an operational issue. The
11 Board does not hire and fire people. That's the other
12 thing that we draw a distinction between, is operations
13 and policy.

14 Management of the foundation is done by the
15 executive director and the station managers who hire and
16 fire people. The Board does not hire and fire anyone
17 except the executive director. Essentially you have one
18 employee. That is the executive director.

19 If you do not like something the executive
20 director does, then when we come to decide whether to keep
21 or not keep the executive director, then you operate on
22 that basis. But the Board does not dip its toe into

1 day-to-day management decisions. That is unwise in any
2 organization. And it is unwise in this organization. So
3 I would resist and hope the executive director would
4 resist and other board members would, attempts by board
5 members to involve themselves, no matter who the employee
6 is, with decisions that are made by employees.

7 Although employees, if they do not like the
a decision that is made by them, have a right to appeal.
9 And when they appeal, then there's a process for them to
10 do that. And they finally appeal to the executive
11 committee that's set up. So there's recourse, but it's
12 not up to board members to try to manage the Foundation
13 and its employees on a day-to-day basis.

14 I have answered those questions because they
15 were policy matters and that I did not feel that the
16 executive director should answer questions of policy.

17 MR. MORAN: Let me generalize that topic because
18 I think it will help this Board move forward. If a
19 process of identifying who should answer a question is as
20 complex as we recognize it is, the way that our
21 organization can handle that rather easily is to designate
22 a person that quickly will, what's called, triage the

1 question.

2 So let's say I have a question. It's not quite
3 about employment, it's not quite about this. I want to
4 frame the issue to someone that is empowered to direct
5 that. And I describe it in less than a paragraph. And
6 the person says, oh, let's start you with so and so. They
7 triage the situation. That's what it means. You redirect
8 it because you would know, Bes, what direction.

9 But then the side that's asking the question has
10 a valid place to go to for that first step. If at that
11 point the employee says, gosh, you know, you're asking the
12 wrong person, again, it needs to be retriaged to that
13 point. And that's a very efficient mechanism to get the
14 needs of those of us that have questions met while also
15 respecting the fact that it is a complex situation and we
16 need to direct questions appropriately.

17 So is that something that we could implement?

18 DR. BERRY: No. If you have that as a
19 suggestion, take it to a committee and have it thoroughly
20 discussed. I myself have never liked triage. But that's
21 my personal opinion and I won't be in a position to
22 emphasize my personal opinion any more.

1 MR. MORAN: So what I'm saying is that the
2 alternative to not doing that is what appears to be that
3 the Board member is choosing the wrong person to bring
4 something to. So if you bring it to the operations
5 person, they'll say that's not operations, that's policy,
6 go over there. You get over to the policy person and they
7 say, you know, that's not policy, I think you're talking
8 about a personnel issue and we can't talk to you about it,
9 maybe you can raise it with the Board chair. You go to
10 the Board chair, you know, that's not here, that's over in
11 operations again. And you go around in a circle just
12 because you're being told that you're taking it to the
13 wrong place. That is not an appropriate way of carrying
14 out a process and it needs to be changed.

15 DR. BERRY: Mr. Moran, I have heard you, but I
16 have answered Ms. Lyons and told her exactly where to go
17 with each one of these items that she has on the plate.
18 There's a difference between not wanting to do what you're
19 advised to do and not knowing that someone said that's
20 what you should do.

21 MR. LYONS: I want something else at the end of
22 that road, Dr. Berry. I want to know where I can bring

1 it, which I have been told, with I assume an expectation
2 that a matter will be dealt with --

3 DR. BERRY: It will be dealt with --

4 MR. LYONS: -- in a timely expeditious matter.

5 DR. BERRY: Matters that go to committees will
6 be dealt with on the timetable that the committee chooses
7 to deal with them. And if it's a committee you're a
8 member of, you're a member of trying to figure out how
9 your committee is going to deal with it. If it's an
10 operational matter, it's personnel, I have said
11 explicitly, I don't know how many different ways I can say
12 it, the managers manage the Foundation and hire and fire
13 the employees. The Board does not hire and fire
14 employees. And there is an appeals process. I mean, I
15 don't know what English language I can use to say that.

16 MR. LYONS: But because there's obviously
17 confusion, because a number of individuals, myself
18 included and others who can speak for him or herself, have
19 raised these kinds of issues consistently. I think that a
20 suggestion that there be an ambits person who would -- I
21 mean, I don't know -- an ambits person to at least to try
22 that out to do some of the triaging between, you don't

1 like the word triage, but to do some of the triaging
2 between operational versus policy. So that it doesn't
3 become an issue where we have to go over and over and over
4 again the process. Because we're not dealing with exactly
5 what's on here, we're dealing with the reality and just to
6 make things more functional. That's the issue.

7 DR. BERRY: There's something called the
8 Pacifica Employee Handbook which has the procedure in it
9 and has in it the details of how employees are supposed to
10 manage their lives within Pacifica. It is not that there
11 is no such thing. In fact, taking it out of the hands of
12 the managers who have the responsibility for it would be
13 exactly the wrong way to go unless the Board intends to
14 make a policy decision to now manage some of the
15 operations or to make certain decisions.

16 So that the bottom line answer on managing
17 employees is that it's not the Board's responsibility to
18 manage employees. It's the Board's responsibility to
19 evaluate how its top manager handles employees. Not on a
20 day-to-day basis figure out whether this or that or the
21 other should happen with some particular employee. I
22 don't know how else I can say that.

1 MR. MURDOCK: You know, the issue that you raise
2 is one that could be debated and where people come out on
3 it can be very diverse. But there is a forum in which it
4 should have been raised.

5 And, again, Beth you're on the governance
6 committee. Tomas, I know you have an issue about that.
7 But you had an opportunity to speak as did everybody else
8 yesterday in the governance committee meeting. No
9 proposal was put forward on that particular issue. That
10 would have been the place to present a proposal and to
11 have it debated and there to be full discussion on it.

12 I don't know why we're having this debate for
13 the first time. You said you've raised it before. It has
14 not been raised in the governance committee and that's the
15 place to bring it.

16 DR. BERRY: I'll take just one more point on
17 this and then I'm going to move on.

18 MR. PALMER: I would just say that there are a
19 couple of issues that I've heard at this meeting that were
20 really dramatic. And on one of them I didn't know
21 anything about it until I got to this meeting. So I
22 looked at the E-mails and was aware of some of the things

1 that were questions from affiliates four months ago when
2 they were doing their protesting. And so that item, you
3 know, came up in finance after a lot of people being aware
4 of it.

5 The situation that you're describing I didn't
6 know anything about until I got to this meeting. But
7 we've told others in the past, Tomas specifically and
8 others when they needed to, directed them to a committee.
9 And they've either gone there or due to lack of time to go
10 to the committee meeting for whatever they wanted to bring
11 up, they haven't gotten there.

12 And that's just the normal process. And I hear
13 what you're saying. And it's a communication thing. And
14 I know that for finance when you've asked a question, I've
15 tried to respond on what we can and can't do. And I feel
16 confident that all the committee chairs operate under that.
17 same premise. And I think we should just go forward on
18 the way that we've operated for quite some time. And if
19 this is an issue that we're all learning more about, then
20 it will continue to be there and will be handled in the
21 appropriate committee and the appropriate time and I'm
22 sure probably prior to or at least by the next meeting.

1 So that's just my concern.

2 DR BERRY: Okay. I said I was going to take no
3 more on this. Is this urgent?

4 MS. CAGAN: I don't know where else to raise it.
5 I was just wondering if we could get a copy of that
6 employee handbook just to look at it?

7 DR. BERRY: Sure.

8 MS. WASH: I'll instruct Valerie to send you
9 one.

10 DR. BERRY: Ms. VanIsler, would you please see
11 to it that Ms. Cagan receives a copy of the Pacifica
12 Employee Handbook.

13 MR. MILLSPAUGH: I think other people have
14 requested it also --

15 DR. BERRY: And whoever the station manager is
16 wherever you are, they have copies and can give you a
17 copy.

18 MS. VanISLER: I'll see that they get copies,
19 although I think it should come from the National Office
20 to everybody.

21 DR. BERRY: We already have it.

22 MR. LYONS: It's a national handbook, correct?

1 DR. BERRY: The Pacifica Employee Handbook.

2 MR. LYONS: Then maybe it-could just be sent out
3 to those who don't.

4 DR. BERRY: Who wants it? Who doesn't have it
5 and wants it?

6 Cagan, Lyons and Moran. Okay. Those three
7 people want it. Does that make everybody happy?

8 What other point was there? Okay. Let's move
9 on.

10 Is the LAB chair from DC here?

11 MS. WILLIAMS: Yes.

12 DR. BERRY: Could you come forward, please? Ms.
13 Mary Alice Williams could you please come forward? We are
14 pleased to have you here with us.

15 MS. WILLIAMS: My name is Mary Alice Williams.
16 And I am currently the chair of the advisory board for
17 WPFW radio. I just wanted to let you know who I am. I
18 chair the Board of the DC Housing Finance Agency and work
19 with a variety of other nonprofit agencies as a
20 professional. I am the president of Risk Mitigation
21 strategists, which is an organization that among other
22 things attempts to bring additional liquidity and

1 financing to the market for those who originate community
2 reinvestment and other types of loans that assist our
3 cities in rebuilding themselves.

4 We had our board meeting just this past
5 Wednesday at the University of the District of Columbia.
6 And as usual, because we have the support of the station
7 in announcing our meetings, we had a very good turnout. I
8 wanted to indicate to you that over the past ninety days
9 we have made a bonified effort to expand the Board itself
10 because a great number of our membership is currently
11 looking at expiring terms on that board.

12 Because we are so concerned about representing
13 the diverse community that this station serves, we will be
14 looking for additional members who represent specifically
15 the Asian and the Hispanic community, in addition to
16 others. We represent everything in this community from
17 professionals to farmers to lawyers to government workers,
18 to every type of person that we think inhabits the city.
19 So we think that we have something to bring to WPFW.

20 But we would just like to ask one question which
21 I have been instructed by my Board to relate to you. And
22 that is, we would like to know why it is not possible for

1 us, number one, to meet at the station, which I believe
2 the station at one of our meetings agreed was the best
3 place for these meetings?

4 And, secondly, we would like to request that
5 when the meeting will be changed by the station, could we
6 please be informed sooner than ten days or three days or
7 four days before that meeting.

8 And, thirdly, we would like to have someone from
9 the station come and make some kind of report to us for
10 purposes of the LAB even beginning to understand what's
11 happening at the station.

12 I simply want to say that I've been on this
13 Board for many, many years and I've been on this Board in
14 the past. And as everyone on the Board agrees, all we
15 want to do is help. I think with the kind of talent and
16 individuals with the kinds of backgrounds and skills that
17 they have, we would work at the direction of whomever
18 would simply tell us what it is the station needs and how
19 we can be helpful in that process.

20 There are people on this national board who have
21 been on the local board and who know about the abuse that
22 this LAB has had to suffer at the hands of, unfortunately,

1 staff that do not feel the same way I do about our need to
2 cooperate. So I am simply asking this national board from
3 the bottom of my heart for the last bastion of free speech
4 in this country to provide that vehicle of communication,
5 apply it to yourselves and just let us know what's going
6 on and how we can help you. We don't want to harm you.
7 We just want to help.

8 Thank you.

9 DR. BERRY: Thank you very much, Ms. Williams,
10 and thank you for coming to the meeting.

11 Does anyone want to say anything?

12 Lou is not here, right?

13 MS. WASH: Lou isn't here. And he didn't make
14 your last meeting because he's out sick. He has a very
15 serious illness. He will be out for the next two or three
16 months.

17 And, unfortunately, there's just not enough
18 space, as I understand it, at the station to accommodate
19 the large group. And that's why the station itself took
20 it upon itself to look for a larger space for the advisory
21 board to meet.

22 MR. FORD: What Mary Alice has said, we've had a

1 lot of conversation in the past in regard to that one
2 other prevailing factor is that there's a liability issue
3 with having a large gathering of folks at the station.
4 First of all, the space is very small.

5 Secondly, to facilitate people coming to the
6 meeting and being able to get access to the meeting area
7 we have to leave the front door open. That violates the
8 insurance policy for the station, as well as the building
9 and the owner of the building. Should something occur,
10 Pacifica is extremely liable for anything that would
11 occur.

12 Lou has assured me, and I've had conversations
13 following two board meetings ago when this was brought to
14 my attention, that they would work in complete earnest to
15 find suitable meeting facilities for the LAB. They met at
16 a police precinct prior to the meeting at UDC. I don't
17 know what's the correct forum.

18 I will agree with you that the change in notice
19 of venue should be given in more of a timely fashion. And
20 I think that's something, Bessie, that could be easily
21 done. So I think that issue will be solved. But I think
22 the lines of communication and the working to make this

1 happen have been solved. At least a start has been made.

2 And we will continue to do so.

3 The services and advise that the local advisory
4 board gives to Pacifica is very valuable. And I would
5 love personally to see the lines of communication stay
6 open. And whatever problems we have from a logistical
7 standpoint I'm quite sure we can work them out.

8 DR. BERRY: Okay. Thank you very much.

9 I'm sorry to hear about Lou. I didn't know he
10 was ill.

11 Well, anyway, let us go on to the committee
12 reports. And the first one is the executive committee.
13 The executive committee -- and this is a report, Ms.
14 Lyons, on what the executive committee did on Friday. I'm
15 about to give this report, okay?

16 MR. LYONS: I'm listening.

17 DR. BERRY: The executive committee met and
18 heard the executive director tell us about all of her
19 problems and issues with everything from space with the
20 National Office and WPFW co-located, to various union
21 contracts that are expiring and have to be negotiated, to
22 the need to hire a consultant, as she was telling you

1 here, to go in and look at the whole financial operations
2 in the foundation.

3 MS. WASH: And HR.

4 DR. BERRY: And that she was hiring a human
5 resources director. This has been an issue for a long
6 time, the unevenness of the various benefits and
7 everything else that happens in Pacifica. Every time
8 something occurs, as when someone dies or somebody gets
9 sick or something happens, then we have questions raised
10 about our coverages and what are we doing for employees
11 and how are we keeping track of all this stuff, and we
12 don't have a human resources director.

13 So that whole Area we spent a lot of time
14 discussing the issues that relate to human resources. And
15 she urgently needs to hire someone. We also discussed the
16 need for her to hire herself immediately an administrative
17 person who would be number two to handle some of these
18 problems and the details of day-to-day management.

19 We also discussed an issue that was raised
20 sometime during the weekend about the law firm that
21 represents us with the understanding that there has been
22 some discussion of this and whether there is some kind of

1 conflict of interest that one of our board members who was
2 a member of that firm might have.

3 And we, of course, were quite aware already that
4 the executive director who has the authority to do so had
5 engaged this firm because she had sent us out an E-mail
6 and had informed us that she was doing it. She sent the
7 Board an E-mail. And we had received some communication
8 from some people objecting and saying that they thought it
9 was a conflict. And we assured ourselves again, as we had
10 before, and were told about the conversations that had
11 taken place during the weekend, that there's nothing
12 illegal or immoral or unappetizing. And, indeed, we
13 should be grateful to the firm in terms of the rates that
14 they're giving us. And that Mr. Murdock is not
15 self-dealing or being in aggrandized or enriched or
16 anything else under the code for this matter.

17 So these are the matters that we discussed. And
18 also I've already told you about David and the issues with
19 him.

20 So that was a report of the executive committee,
21 if I haven't left anything out.

22 MR. MILLSPAUGH: I think that it should be

1 observed, and with gratitude, that Dr. Berry has consented
2 to remain available to consult and advise and lend her
3 good offices and good will to the organization during a
4 transition period while David cycles in as the chair of
5 the Board of Directors. And I think, as I say, that we
6 should feel a great deal of gratitude for her willingness
7 to put up with us for another couple of months in that
8 advisory capacity.

9 Thank you.

10 DR. BERRY: And being paid nothing. We're not
11 talking about paying anybody. You said consultant.
12 Somebody might think I'm getting some money from Pacifica.

13 MR. PALMER: I think that just as a note from me
14 knowing David that I think that he would be very grateful
15 for the assistance in transitioning because he does have a
16 lot of things on his plate professionally, his wife is
17 going to have a baby, and some other things with his
18 personal health that are going on. So I thank you for him
19 in his absence.

20 MR. MORAN: A couple of things. First, just a
21 minor detail. I don't think that I received as a board
22 member a copy of that E-mail that you say that informed

1 the Board of the hiring of the firm. So if Bessie could
2 forward a copy of that original E-mail. So look it up on
3 the computer and then do a forward of that original E-mail
4 that would be great so that I could have a copy of the
5 original E-mail that was sent out.

6 MS. CAGAN: I never got it also.

7 MR. LYONS: I also did not get that E-mail, that
8 notification from Bessie.

9 MR. MORAN: So I just wanted to request a copy
10 of that original E-mail be forwarded to me.

11 Secondly, I want to reiterate my concern that
12 executive committee meetings are not announced to the
13 entire Board and are closed to the Board.

14 And, thirdly, I want to ask, especially in light
15 of having been served some papers this morning, what is
16 the forum, as we discussed yesterday, for me as a board
17 member to go to that where we discuss litigation strategy
18 decisions that the Board needs to make?

19 No, we did not do that yesterday. And we were
20 told that the forum for that was the Board. And I want to
21 know which closed session of the Board I will be afforded
22 the opportunity to discuss that? And I'm making a

1 specific request that that be agendized and scheduled
2 before the next board meeting within, say, the next thirty
3 days as a phone conference, at least to begin a discussion
4 of where it is that that body assembles and how do we as
5 board members get our rightful input into that process?

6 MS. CHAMBERS: Doubling back to the topic that
7 came up afterwards with respect to your staying on in an
8 advisory capacity, I want to express my extreme gratitude
9 for your generous offer in light of the fact, as Tomas
10 pointed out, that we have all just received something here
11 that we have not had a chance to look over, but is
12 probably not good news. And I appreciate the continuity,
13 the leadership and the access to institutional knowledge.

14 Thank you.

15 MR. ROBINSON: Dr. Berry, I'd like to understand
16 why it is that you felt it necessary to make a
17 determination to hire Mr. Murdock's firm without
18 discussing it with the full board, and then why you would
19 go the additional step of deliberately not personally
20 notifying all of us of that decision if it was such an
21 important decision?

22 DR. BERRY: Mr. Robinson, you misheard. I did

1 not hire anyone to do anything. And I don't hire anyone
2 to do anything. So that is a misstatement of the facts.
3 Under Pacifica's rules, hiring is done by the executive
4 director who has full authority to hire whomever she
5 pleases as counsel for the --

6 AUDIENCE: Who hired her?

7 DR. BERRY: You will be in order, please.

8 Who has full authority to hire whomever the
9 executive director pleases to be counsel to this
10 organization. It's one of the responsibilities of the
11 executive director.

12 Now, the executive director, of course, informed
13 us that she was making this decision. It could have been
14 any firm that she wished to hire.

15 MR. ROBINSON: But it happened to be a firm that
16 employs a member of the Board.

17 DR. BERRY: So if you wish to ask that question,
18 you should not be asking me because I didn't hire the
19 person. You're asking the wrong person.

20 MR. ROBINSON: If the Board discussed the
21 retainer of Mr. Murdock's firm, why was the full Board not
22 participating in that discussion?

1 DR. BERRY: The Board did not discuss the
2 retainer of Mr. Murdock's firm. You misheard. Where did
3 you hear this?

4 MR. ROBINSON: Is Mr. Murdock's firm employed by
5 Pacifica or retained by Pacifica --

6 DR. BERRY: Yes. The executive director --

7 MR. ROBINSON -- or working for Pacifica?

8 DR. BERRY: -- hired Mr. Murdock's firm.

9 MR. ROBINSON: When was this decision made?

10 DR. BERRY: I don't remember.

11 MR. ROBINSON: Can someone answer the question?
12 Can Bessie answer the question?

13 DR. BERRY: Whenever it was. I don't know when
14 it was.

15 She said she believes it was a date in June, the
16 exact date of which she is uncertain.

17 MR. ROBINSON: And Mr. Murdock is on this firm,
18 is that not correct, Bessie?

19 MS. WASH: Yes.

20 MR. ROBINSON: And was this discussed with
21 members of the Board?

22 MS. WASH: I frequently discuss a lot of things

1 with various people. So there were some people I
2 discussed it with, yes.

3 MR. ROBINSON: Did the Board participate in any
4 kind of --

5 DR. BERRY: I don't think the executive director
6 has to submit to cross-examination.

7 MR. ROBINSON: I'm just trying to figure out
8 what transpired. I'm a member of the Board.

9 DR. BERRY: You have the answer to the question.

10 MR. ROBINSON: You didn't even bother to see
11 that we got notified.

12 DR. BERRY: Asked and answered. The executive
13 director has the authority to hire a firm. She hired a
14 firm. You've been told that the firm was hired.

15 MR. ROBINSON: I was not told. I learned it in
16 the meeting today.

17 DR. BERRY: Oh, you didn't know this until day,
18 is that what you're saying?

19 MS. CAGAN: No. We were not informed previous
20 to -- you know, we did not get it E-mail or regular mail
21 or anything.

22 DR. BERRY: If we're going to have

1 interrogation, is it your response, Ms. Cagan, that you
2 were unaware until this morning that Mr. Murdock's firm
3 was hired by Ms. Wash?

4 MS. CAGAN. No. I didn't learn about this
5 earlier. As you don't remember the date the firm was
6 hired, I don't remember. It was sometime in the last few
7 weeks that I heard about this. I did not hear about this
8 from the National office or from the leadership of this
9 organization. I heard about it informally as rumor. And
10 I would have appreciated notice from either the executive
11 director or the chair of the Board. Somebody.

12 DR. BERRY: You are saying -- I'll ask each of
13 you because you were engaging in interrogation here.

14 Is it the representation of you, Mr. Robinson,
15 that you knew nothing about this firm being hired until
16 you got here this morning?

17 MR. ROBINSON: It is my contention that I was
18 not informed by responsible parties, whether board members
19 or employees of Pacifica, that this determination had been
20 made.

21 DR. BERRY: Okay. So that we don't spend time
22 on this, the answer to the question is that the executive

1 director makes hiring decisions. If you don't like the
2 way the executive director informed you or didn't inform
3 you of the hiring decision, that is a judgment that you
4 can make about the executive director. You know, it's not
5 a policy matter. If the person didn't tell you and you're
6 upset about it, then that has nothing to do with whether
7 she has the authority to do it. It has to do with the way
8 she did it.

9 MR. ROBINSON: I never discussed that issue. I
10 didn't discuss the authority.

11 DR. BERRY: Okay. So we assume that you did not
12 get information from the executive director that she hired
13 the firm, okay. The record shows that now.

14 Do you have something else to add?

15 MS. LYONS: I have something new to say.

16 Look, I'm concerned -- I obviously didn't get
17 the information from the executive director. I'm
18 particularly concerned because I'm not dealing with her
19 power of decision. That's not what I'm suggesting. But
20 I'm suggesting there's a board member who was a Jane Doe
21 and is now a named defendant, I assume, in one of these
22 papers which I haven't looked at, that the Board, however

1 it's done, by whomever authority, the Board leadership
2 and/or delegating that leadership to the ED, has a
3 responsibility to let its board members who are, in fact,
4 named defendants know what kind of representation we are
5 getting. That includes names, et cetera. I understand we
6 have to go through you to deal with these people. But
7 just be informed of the decision.

8 My concern is that I be afforded as a board
9 member. And I can't speak for my other fellow board
10 members. But that I, in my capacity as a board member be
11 afforded independent counsel, counsel that's not in any
12 way affected by anything or any kind of situation that may
13 prevent counsel from making the most zealous
14 representation as he or she has to do under the ABA model
15 rules.

16 I'm not here to argue out the differences over
17 whether there is or isn't a conflict. I perceive it
18 differently for the record. I don't like it. I don't
19 like the fact we have a person wearing three hats. I've
20 expressed that. A board of director's hat, a firm hat,
21 understanding that you may not be directly paid by this,
22 but it's your firm, and a defendant hat. I know there's a

1 debate in the profession about that. I'm not here to
2 debate that. But for the record, I'm not pleased with
3 that.

4 And I'm concerned and welcome the fact that I
5 assume the Executive Board would want all of its board
6 members to be zealously independently represented. I was a
7 little nonplussed because not hearing it through the
8 proper channels; i.e., how the decision was made, the
9 issue of it even becoming an issue in normal
10 circumstances; i.e.; other organizations that are
11 functioning differently, some of them, or, you know, that
12 we are able to at this moment, there's usually some kind
13 of information process. Members of the Board, whether
14 it's a corporation or a nonprofit said, look, here's the
15 situation, we're hiring so and so, whether it's the CPA
16 who's doing the accounting, that person is on here, or the
17 lawyer who's going to represent you in the ongoing
18 litigation, which is already there, there's some kind of
19 information given and some kind of consent from board
20 members.

21 There was no process. And I'm just concerned
22 about that. That it doesn't seem to me to be proper. And

1 I don't want my representation as part of this Board in
2 the capacity as a board member to be compromised by
3 operational decisions that are not for whatever reason
4 properly implemented.

5 DR. BERRY: I will recognize Michael, but you
6 should add as a tag-in to your statement in order to be
7 fair, Ms. Lyons, your argument that this situation is
8 different and that we have board members who are suing the
9 very Foundation and Board on which they serve which makes
10 it impossible to give certain kinds of information to them
11 because they're litigants.

12 MR. LYONS: Respectfully, you can add that, Dr.
13 Berry. I am not adding that. I'm just saying, you added
14 that. That's fine. Let's be fair.

15 DR. BERRY: So that tells me how fair you are,
16 because that clearly is relevant and material.

17 MR. PALMER: I guess it might be helpful for
18 Beth and perhaps the others to know that when the initial
19 lawsuit was named, it was the then executive director that
20 made the hire. And we were told at that time who it was.
21 And that's how it occurred this time.

22 And the fact is that on Friday, at least on this

1 Friday you had a chance to direct your questions directly
2 to John who answered them. And you stated your unease
3 with it. But I think you did a good job and it was
4 supported by others not in the Board, but by others that
5 said that he is not in a conflict of interest.

6 And of course the option always remains, as
7 you're aware, that if you don't feel like you're getting
8 good independent counsel, then you can on your own do
9 that. And so to go on and belabor the point, I think the
10 main point that you want to get to is that you see a
11 conflict of interest and you disagree with what I myself
12 feel and the others do. And, in fact, John has stated,
13 and others have stated, it's not. And I think that's the
14 long and short of it. And I've heard what you feel and I
15 respect that. And I think we should move on.

16 MR. MORAN: For your information, I wanted to
17 know -- Dr. Berry said that there was a board member that
18 was an active litigant against the Foundation. I need you
19 to name that, Dr. Berry.

20 DR. BERRY: You don't tell me what to do.

21 MR. MORAN: You made a statement for the record
22 that I need to understand. Dr. Berry, I am asking an

1 information question.

2 MR. FORD: She's in conference at the moment.

3 DR. BERRY: If any of you are interested in
4 having him do so, we could ask Mr. Murdock to provide us
5 with a statement from his firm.

6 MR. MORAN: You made a statement for the record
7 here. Is that being reversed or what? I don't get it.

a DR. BERRY: It is not dependent on --

9 I'm not going to discuss anything else about the
10 litigation.

11 Also, if you would like to introduce a motion to
12 have Mr. Murdock's firm no longer be counsel for this
13 organization because of your unease, you may do so and I
14 will entertain such a motion.

15 Yes, Ms. Cagan?

16 MS. CAGAN: Actually, I don't want to introduce
17 that motion because I want to go back to Tomas'
18 recommendation -- I don't know if it was a motion or
19 not -- that there be some time set aside when the Board
20 can have a discussion about how we're dealing with the
21 litigation. In that context I then may make want to make
22 a motion like that. But I feel there hasn't been a venue

1 for us to have that kind of discussion about litigation
2 strategies and, you know, how we're responding. I haven't.
3 read this new document either. You made reference that
4 there may be some other lawsuit.

5 You know, I do feel that as part of this Board,
6 and I would hope that other members of the Board also
7 feel, that we would, you know, have some time to have that
8 discussion. As I said, in that context then I or other
9 people might want to make a motion like you just
10 suggested. But right now I certainly don't want to make
11 that motion.

12 DR. BERRY: My only point is that the decision
13 was made by the executive director. It is being
14 implemented and the firm is representing us.

15 MS. CAGAN: I'm not talking about
16 representation.

17 DR. BERRY: And if you are uneasy about it --

18 MS. CAGAN: I don't know if I'm uneasy about
19 this firm because I don't know what the strategy is. I
20 don't know what the thinking is about how to handle these
21 lawsuits. I haven't had an opportunity to express my
22 thoughts on this. That's what I would like an opportunity

1 to do. And that's why I'd like to hear what other members
2 of the Board have. I have my ideas, but I might be
3 convinced by other members of the Board.

4 DR. BERRY: Board members, what I am suggesting
5 to you is that if you wish to move to do so because of
6 your unease whether you know anything about litigation or
7 not, then please do so and you will have the opportunity
8 to discuss it.

9 MR. MORAN: I so move.

10 MR. ROBINSON: I second the motion.

11 DR, BERRY: Okay. Second.

12 Does anyone wish to speak to the motion further?

13 MR. MILLSPAUGH: I will speak against the
14 motion. We have had from a third party from independent
15 counsel without any relationship to this firm a letter.
16 setting forth, or maybe it was orally, the position that
17 this is not a conflict of interest.

18 MS. CAGAN: I'm not talking about a conflict of
19 interest.

20 MR. MILLSPAUGH: Well, I believe that's the
21 gravamen of your complaint.

22 MS. CAGAN: No, it's Tomas, proposal. Maybe

1 Tomas could repeat it.

2 MR. MILLSPAUGH: I'm sorry. I understood that
3 he was raising a motion --

4 DR. BERRY: I thought that the motion was --
5 What is your motion?

6 MR. MORAN: The motion now?

7 DR. BERRY: The motion that you have introduced
8 and was seconded by Mr. Robinson.

9 MR. MORAN: That motion was the only venue that
10 you gave to raising the issue of having the discussion
11 that Leslie and I had talked about in creating of any
12 board. And the only venue that you gave through your
13 tactics, which are procedural manipulative tactics to
14 force it this way, is for me to make a motion saying that
15 I am uneasy about Mr. Murdock's relationship with this
16 firm at this point because, and this is discussion now,
17 because --

18 MR. FORD: What's the motion?

19 DR. BERRY: That's the motion.

20 MR. FORD: That you are uneasy? That's no
21 motion.

22 DR. BERRY: Just a moment. The motion has been

1 made in response to my suggestion that if there were board
2 members who were uneasy about the representation by this
3 firm and wished it not to continue to make such a motion.
4 My understanding is that --

5 MR. MORAN: I said so moved. So whatever you
6 said, so moved.

7 DR. BERRY: -- if this motion passes the firm
8 would be discharged. We would be directing the executive
9 director to discharge this firm from representing us.
10 That's my understanding of the motion.

11 Now, the motion has been seconded. It's been
12 moved and seconded.

13 Is there further discussion of this particular
14 motion? There may be other motions. But is there further
15 discussion of this motion?

16 If there is no discussion, all those in favor of
17 the motion indicate by saying aye.

18 (Aye.)

19 MS. LYONS: Abstention.

20 DR. BERRY: Who said aye? It was not a
21 majority.

22 All those opposed to the motion indicate by

1 saying aye.

2 (Aye.)

3 So that means that by voice vote --

4 MS. LYONS: Abstention.

5 DR. BERRY: I will call for the abstentions.

6 The motion is defeated. However, there were
7 abstentions.

8 Ms. Cagan and Ms. Lyons have abstained.

9 MS. CAGAN: I have another motion.

10 I'd like to move that a time and place be set
11 up, and this can be by conference call, you know whatever
12 is practical, for the full Board to be invited to, some
13 board members may choose not to attend, but to participate
14 in discussion amongst ourselves and with the executive.
15 director of our strategies and approaches and thinking
16 about how we want to handle the lawsuits that are
17 presently before us or may come before us, you know, in
18 the future.

19 DR. BERRY: Could I get a second to the motion?

20 MS. LYONS: Second.

21 DR. BERRY: Is there a discussion of the motion?

22 MR. FORD: Personally, I will be voting against

1 that motion for the simple fact that this Board is like a
2 sieve. Anything that comes in leaks right out. Any
3 discussion of a strategy will be, therefore -- I wouldn't
4 be surprised if the attorney for the opposition would be
5 on the phone call. I have no trust or faith in my fellow
6 board members. And, therefore, I could not support any
7 kind of a motion. Because if we're going to discuss
8 strategy, why don't we just put it over the airways,
9 because that's exactly where it's going to end up.

10 AUDIENCE: That's a good idea.

11 DR. BERRY: The audience will be in order.

12 MR. MORAN: The concerns of any board member
13 about their level of trust of any other individual cannot
14 abrogate my legal rights to be a participant in the
15 forging of the direction of this Foundation.

16 DR. BERRY: Oh, poppycock, Mr. Moran. The
17 hiring of counsel is done by the executive director. No
18 one has interfered with your right to do anything. If you
19 get the votes to support whatever you want to do, you can
20 do it. So that's just poppycock.

21 Is there any further discussion of this motion?

22 MS. CHAMBERS: With all due respect to the

1 rights of Mr. Moran, he does have his rights. He should
2 aggressively pursue his rights where he feels them in
3 danger. I feel I also have rights. And I have the right
4 to the best defense. As a potential litigant in this
5 suit, I share the concerns of Mr. Ford that discussing
6 strategy would weaken the ultimate defense if promulgated.

7 DR. BERRY: Does anyone else have a comment
8 about this motion?

9 MR. LYONS: I'm in favor of the motion. And
10 specifically because it would be an opportunity to
11 illuminate and to make some decision about what we're
12 going to say to counsel. And I think that we should
13 reserve the right, having heard counsel's position
14 yesterday, to make a decision about some of these other
15 issues, including conflict of interest and zealous
16 representation once the Board has had a proper process in
17 which we all can decide what the direction is in response
18 to any of these or all of these lawsuits.

19 MR. MURDOCK: I'd like to suggest that perhaps
20 the motion might be one that's better brought in a closed
21 session to discuss the issue of what you're asking about.
22 It just might be easier to do that in a closed session.

1 I'm sorry, the motion that I understood, the
2 motion that I understand at this point is that there be a
3 meeting to discuss strategy. What I'm suggesting is with
4 that motion --

5 MS. CAGAN: I'm sorry, how --

6 MR. MURDOCK: I'm suggesting --

7 DR. BERRY: Please do not all talk at once.

8 MR. MURDOCK: My suggestion is your motion might
9 be better brought in a closed meeting where people might
10 be more comfortable debating the issue.

11 MS. CAGAN: I would amend my motion to say that
12 the proposal that I put forth for such a discussion be in
13 a closed session. But your proposal to have a closed
14 session to discuss whether or not we can have a discussion
15 I would not accept.

16 DR. BERRY: I call for the question.

17 All of those in favor of Mr. Moran's motion
18 indicate --

19 MR. MORAN: No, it's not my motion.

20 MS. LYONS: It was by Ms. Cagan.

21 DR. BERRY: Oh, it's Ms. Cagan's motion now this
22 time. I'm sorry. I'm getting confused here. Which was

1 seconded by --

2 MS. LYONS: Ms. Lyons.

3 DR. BERRY: Ms. Lyons.

4 MS. LYONS: No, we're not all fungible.

5 DR. BERRY: All those in favor of the motion
6 indicate by saying aye.

7 (Aye.)

8 Opposed to the motion indicate by saying nay.

9 (Nay.)

10 I think the nays have it.

11 Were there any abstentions?

12 Okay. The nays have it.

13 I want to suggest that in terms of the
14 litigation strategy that those board members who wish to
15 discuss it with counsel in the absence of a motion here to
16 do so and get in touch with -- that Bessie set up some
17 time with counsel for them to discuss it with counsel.

18 MR. MORAN: But that doesn't afford us to give
19 directions to the --

20 DR. BERRY: If they want to discuss it.

21 MS. CAGAN: That's fine. I was cautioned
22 yesterday, we all were cautioned, about the cost of every

1 time --

2 DR. BERRY: But, I mean, if you really are
3 worried about it and you really are concerned, then you
4 ought to have a chance to sit down and --

5 MS. CAGAN: I do. I also though was hoping for
6 the benefit of the wisdom of my fellow board members to
7 inform my own thinking about this. That's what I was
8 looking for.

9 MR. MORAN: Will that meeting afford me the
10 ability to affect the strategy or just to get informed
11 about the strategy? Because what we're asking for is the
12 meeting in which this Board which is empowered to set
13 strategy can have that kind of discussion and see if we
14 even want to do that.

15 DR. BERRY: Want to do what?

16 MR. MORAN: That the meeting that you're
17 suggesting with the attorney, the informal meeting, does
18 not provide a venue for me to have my rights to affect the
19 strategy and to vote on whether we want to affect the
20 strategy or not.

21 DR. BERRY: But any time you want to present
22 motions and go to committees and so on, you can.

1 MR. MURDOCK: Sometimes we tend to get lost in
2 the woods. There's absolutely nothing that prevents
3 individual members of this Board from speaking to one
4 another and caucusing on issues and concerns that they
5 have. And if they find that, they have some consensus
6 amongst one another from making a written proposal to the
7 Board on what they believe ought to happen.

8 So, I mean, an argument about this is kind of
9 pointless. There's nothing that prevents any of us from
10 talking to one another. We can certainly do that.

11 MS. CAGAN: I don't have the money to set up a
12 conference call of this body. I would like that to be the
13 Foundation's responsibility to convene either a conference
14 call or, you know, in a person-to-person meeting. It's
15 not my responsibility to convene a meeting of this Board.

16 MR. MURDOCK: I'm not suggesting a meeting.

17 MS. CAGAN: Well, I am.

18 MR. MURDOCK: And I'm suggesting to you that
19 there is an alternative, which is that we can all caucus
20 amongst ourselves individually or in groups and see if
21 there's a concensus and then from there develop an.
22 approach.

1 MR. LYONS: But the proposal that Leslie is
2 making, which I second and support, is that we
3 particularly have that collective process in an effort to
4 try to hear our other board members and try to develop
5 some collective way to deal with whether it's this or
6 whether it's anything else. But particularly we're
7 talking about this now -- the litigations.

8 And I think that's the point. And I think that
9 to do that I think that Pacifica should make that forum
10 available, whether it's a conference call or whatever. We
11 can talk to each other in caucus. That's not the point.
12 I really want to hear what other people have to say.

13 MR. MURDOCK: Are we in order?

14 DR. BERRY: Well, there's a point of order. You
15 are right to call the chair to task for not keeping us in
16 order. I'm sorry.

17 We have debated this motion and defeated it, it
18 has been defeated, which means we shouldn't still be
19 discussing it. And also whatever any individual board
20 member might feel, a majority of the board members do not
21 believe that it is necessary to have such a meeting or to
22 talk about it. They seem to be -- there was not a

1 majority that was uneasy about our representation as I
2 read the votes that just took place here in this meeting.

3 So this is a matter of persuading one's
4 individual colleagues if one wishes to have a different
5 consensus. So I think that's the answer to the question
6 for this Board meeting.

7 The next item on the agenda is the program
8 committee.

9 Mr. Millspaugh.

10 MR. MILLSPAUGH: Thank you. And now for
11 something completely different.

12 We met yesterday for three hours. And despite
13 the many people who unfortunately are ill or unable to
14 attend this weekend, all but one of our committee members
15 were present. So we felt that that was an achievement in
16 itself.

17 We first received a presentation, a lengthy and
18 excellent very professionally done presentation, from our
19 new national program director, Steven Yasco, who prepared
20 a report with the assistance of many and most of the
21 senior staff, the managers and so on. And I have copies
22 of the notes or illustrations, the computer copy that he

1 used. And I'm going to pass this among the board members.
2 This is for board member use only. And especially, of
3 course, the committee members who were there yesterday
4 will recall some of the elaboration, but this will serve
5 as an Aviemore and also as a performance part of your
6 assignments later on.

7 Do we have enough down there?

8 The first part of the presentation which you're
9 receiving -- and I'm not going to review the whole thing
10 since I would only be repeating what you're going to have
11 in front of you on paper -- the first part of the,
12 two-thirds practically, of the presentation was on the new
13 media environment, especially from a technical point of
14 view. Especially the longest conversation was about
15 developments and Direct Broadcast Satellite Systems, XM
16 and Serious, and the challenges that represents for
17 terrestrial broadcasters such as we. And the
18 opportunities that it offers us as well.

19 There was also a review of the really tippy toe
20 top lines of the numbers for the last season. And the
21 growth that we have been experiencing has continued.
22 Again, these numbers are in here and I'll not repeat them

1 in the interest of time and my own sanity.

2 Pages 11 through 14 of the materials you have
3 here outline a task force progress report, the program
4 task force. And there was lengthy discussion about that
5 outline. And suggestions were made for additions. And
6 the committee decided as following:

7 That this material which is being distributed
8 would be distributed to all members of the Board and that
9 you would all be invited and urged to study it. This is
10 the portions from 11 to 14 pertaining to the program task
11 force. That you study this and make any discussions for
12 additions or subtractions or multiplications of divisions
13 sending those to me and to Steven Yasco by the end of next
14 week. Whereupon he will elaborate the existing outline
15 and taking into account the suggestions that you have
16 made. Which we ask to be in writing so it can be
17 absolutely clear and take as little time as possible for
18 its incorporation.

19 Steven is to then elaborate this outline by mid
20 October, by October 15 is the date given, and return it to
21 the Board. And then we will have a committee meeting by
22 phone the week of November 2, which the National Office

1 will help facilitate us doing, to discuss the development
2 in that outline and any further steps that need to be
3 taken or any criticisms of the time line or whatever.
4 Whatever observations are brought up will then be reviewed
5 again in that committee meeting.

6 We are trying to in our committee, as I know
7 other committees, to be a little bit more -- well, to set
8 up time lines and target dates and so on for ourselves so
9 that things don't just drift on into infinity and in
10 eternity as I think I'm in danger of doing.

11 And that was the sort of formal content of the
12 meeting. And if anyone wants to add to it they certainly
13 may.

14 But another aspect of the meeting was the
15 discussion of the programming that has been taking place
16 in the last few months, especially, although not
17 exclusively, around the campaigns, around the political
18 season. And it's been extremely -- for those of you who
19 indeed listen to your station, you will know that it's
20 been extremely active the last three or four months in
21 programming, both on the national and local level. And
22 the committee commented in particular upon Aimee Goodman's

1 excellent work on Democracy Now. The creative
2 relationships with other media that she has been able
3 under her leadership to establish.

4 And it was also observed that all of the staff,
5 major staff of the Foundation have been involved in the
6 convention coverage. And certainly her work has stood out
7 there. But I also want to, as long as I'm passing out
8 compliments, and I'm sure that I will neglect to
9 compliment somebody who will hate me forever afterwards,
10 but I hope they already hated me so I don't gain new
11 enemies, I wanted to point out Don Rush's excellent work
12 in effecting the coverage in his extensive interviews. A
13 frequent program contributor Bob Henneley, who did a lot
14 of the candidate interviews and did a lot of analysis on
15 campaign finance issues. The work of KPFKs news room,
16 especially Barbara Dab in providing I think probably more
17 single fees than any other single station. The work of
18 Bart Cooper's Radio Nation on his daily report. KPFA's
19 Hard Knock Radio Flash Points and other KPFA staff with
20 their work on live daily coverage. And at WPFW Ambrose
21 Lane's excellent coverage of the city elections.

22 So I think that from local to national Pacifica

1 has distinguished itself. And because there are other
2 things than elections going on in the world there was,
3 once again, Aimee Goodman's -- and this struck me in
4 particular personally. The interview with Lori Barrinson
5 I think was in the nature of a journalistic coop. And I
6 think also that the bringing to the public of Castro's,
7 Fidel Castro's speech in New York was a historic broadcast
8 document. And that the WBAI staff and Bernard Santiago
9 who did the special work on that, all of these people have
10 just been doing personal service for us. And I take
11 pleasure at the opportunity to recognize it and commend it
12 on behalf of the program committee. And I see that there
13 are other people who attended the committee who want to
14 add their accolades to this.

15 MR. MORAN: I think we left out the kitchen
16 sink.

17 MR. MILLSPAUGH: I forgot to mention --
18 I knew there would be somebody who would hate me
19 for forgetting them.

20 MS. CAGAN: I have two comments on Frank's
21 report.

22 One is that on the presentation that was made

1 yesterday about the program task force, my recollection
2 was, and again other people in the room can correct me if
3 I'm wrong on this, was not just that whatever additions or
4 suggestions we have should be forwarded in, but in fact I
5 offered a very profound, if you will, disagreement with
6 the orientation of the whole and the premise that was put
7 forth for the work of this task force as captured in the
8 goals that was put forth to us that's on page 11 there.

9 I felt that the most important goal was missing
10 and that if that goal was included, and there seemed to be
11 agreement in the committee that that goal should be
12 included, that that would have an impact on all the other
13 elements, such as the composition of the task force, the
14 specific activities of the task force, et cetera.

15 So it's not just a little tinkering in
16 discussion --

17 MR. MILLSPAUGH: No, no, no, no, no. I didn't
18 mean to suggestion that it was tinkering. I meant to
19 suggest that we received a first draft that the committee
20 wants to make further comments on and has invited the
21 other members to make comments on. And in particular you
22 had undertaken to make in writing a statement because you

1 felt that, as I understood it, that the principal
2 deficiency from your standpoint was that the wording was
3 not grounded in a statement of the principles and
4 objectives of the Foundation.

5 MS. CAGAN: Well, just to be as clear as we can,
6 because I think this effort to do this program task force
7 is very important and could have a tremendous impact on
8 the future of the stations and the sound of Pacifica, that
9 the goals, and the primary goal I would argue, should be
10 that our programming be looked at and examined and
11 discussed in light of our commitment to being part of and
12 integral to, related to, whatever the language is you want
13 to use here, and in fact in service of a progressive
14 social change agenda and movement in this country.

15 And I think with that as a foundation, that then
16 all the other component parts of this proposal need to be
17 reevaluated. For instance, as I said yesterday, I think
18 who then is invited in, either as a standing member of the
19 task force or to give input to the task force, you know,
20 could be opened up. I think the elements articulated here
21 were too limited.

22 I don't want to repeat everything that we

1 discussed yesterday, but stress that that basic premise of
2 what the task force is looking at and in charge of doing
3 needs to be revised. So that was my first comment.

4 My second comment has to do with the issue you
5 raised about, you know, congratulating the various staff
6 people and component parts of the network for the work
7 they've done. In fact, what I had done yesterday was put
8 forth a proposal that we bring to the Board today a
9 proposal, recommendation, a motion, if you will, that we
10 go on record supporting in particular the good work, the
11 creative work, the good work in terms of the content and
12 the creativity, of Democracy Now under the leadership of
13 Aimee Goodman, particularly as evidenced by not only
14 convention coverage, but also Lori Barrinson, as you said.

15 And the reason why I mentioned the convention
16 coverage had to do with collaboration with a cable effort
17 as something that our network can look into. I also
18 is thought that we should go on record in supporting
19 Democracy Now. Because of their work the kind of
20 mainstream media attention that has become a positive
21 mainstream media attention that has come to Pacifica
22 directly through that work should be noted.

1 MR. MILLSPAUGH: You did raise that possibility,
2 however no such motion was made.

3 MS. CAGAN: So I'm raising it now then. I'm
4 sorry if it wasn't clear yesterday.

5 And that further that we go on record supporting
6 to the degree possible, you know, further support and
7 resources -- and that's not just financial resources. I'm
8 not talking about money here -- of kinds of support to the
9 Democracy Now team to do its work and continue to do its
10 work. So I'm sorry if that wasn't clear yesterday. I
11 thought it was. If not, then I'd like to make that as a
12 motion now.

13 MR. LYONS: Second the motion.

14 DR. BERRY: As we speak, all of those motions or
15 which part of it is a motion?

16 MS. CAGAN: Well, the second part of it. I'm
17 not sure if the first part needs to be a motion.

18 MR. PALMER: Can you restate it?

19 MS. CAGAN: The motion is that the Board of
20 Pacifica, the Pacifica Foundation, supports the good work
21 and congratulates the Democracy Now team under the
22 leadership of Aimee Goodman for their good work not only

1 in the recent months, but throughout their life, but
2 particularly in recent months due to two things. One is
3 the good work that they have done in content and the good
4 work that they have done in terms of exploring
5 collaborative efforts with other alternative media forums
6 such as cable projects around the convention. And that
7 further that we would encourage the fullest possible, you
8 know, support, again I'm not talking about finances but
9 other type of support, for the ongoing work of Democracy
10 Now and Aimee Goodman.

11 DR. BERRY: What do you mean by other point of
12 information, other types of support?

13 MS. CAGAN: Well, I think that there are, for
14 instance, questions about, you know, how many hours people
15 have to work and stuff like that. It's not all about
16 money. Support comes in lots of ways. Being able to
17 figure out how they identify people on the air. Things
18 like that.

19 MR. ROBINSON: Commendations.

20 MS. CAGAN: Commendations, whatever. You know,
21 a record. Something be put in their personnel files. You
22 know, a copy of this motion for instance, if it passes, to

1 go into their personnel files that we support their work.

2 I'm sorry, I don't have a full list yet.

3 DR. BERRY: Okay. I just wanted to know what
4 you meant by that.

5 MR. MURDOCK: Leslie, when you brought this up
6 yesterday I expressed a similar sense of being very
7 impressed and as a member of this Board very proud of the
8 work that Aimee has done and Democracy Now has done. And
9 Michael pointed out that there are other people who have
10 done some tremendous work and that as a board we ought to
11 commend all of them.

12 But I also think we ought to be very careful
13 about how we frame it so that we don't in trying to
14 commend people sort of back door into something else that
15 you probably don't intend to back door into, which is an
16 operational issue having to do with funding and allocation
17 of resources. If we can structure it in such a way that
18 it doesn't impact upon the responsibilities that belong to
19 the staff, that's fine. But when you start talking about
20 issues of support, that leaves it kind of vague and open.

21 MS. CAGAN: I said not financial support. I
22 said that as part of the motion.

1 DR. BERRY: Is there anybody else who wishes to
2 speak to this motion?

3 MS. CHAMBERS: I would like to see this motion
4 if possible broken down into two motions. The motion to
5 congratulate the good work in content and collaborative
6 effort which I can support without reservation.

7 And the second motion being to encourage the
8 fullest possible nonfinancial support which I do not feel
9 I've heard enough discussion on yet in which to support.

10 DR. BERRY: Mr. Palmer.

11 MR. PALMER: A couple of things.

12 One, I appreciate John's comment because I think
13 it's accurate in not wanting to overreach. Just in my
14 opinion, an acknowledgement and congratulations.

15 In terms of what you just said, Valerie, I think
16 the content aspect of their show is what brings a lot of
17 listeners. And the fact that they teamed up with the
18 entity they did to go and broadcast over television was
19 what I like to see. But there is a fact that other
20 aspects of Pacifica were blocked from interacting with
21 those other media outlets. For whatever reason, I don't
22 want to get into.

1 And I don't want to single out still Democracy
2 Now for their efforts in collaboration with other
3 alternative media outlets to the exclusion of the other
4 parts of the Foundation mainly because I think that goes
5 to what John is saying ultimately. I think that I would
6 certainly support the acknowledgement and applause for
7 Democracy Now and their continued efforts in
8 collaboration.

9 But I want to see all of the Pacifica outlets,
10 all of the units doing the same. And, frankly, I know the
11 history in how Democracy Now got started. And it was
12 under different circumstances than it operates now. And I
13 expect Democracy Now to perform the way that it has been
14 because it's receiving outstanding support right now from
15 the Foundation. It has for the five years that it's been
16 in place to the detriment of other programs that the
17 individual managers have wanted to have funded.

18 And so they're given the largest amount of
19 support outside of the Pacifica National News at this time
20 than any other program within the entire network. So they
21 should be doing these things. And they're beginning to do
22 that in an individual show press, but they have a national

1 platform as well.

2 MS. CAGAN: Right. And they raise more money in
3 that platform.

4 MR. PALMER: And I'll acknowledge that. And
5 there are shows in each market that do better and worse
6 than they do in terms of drawing audience. We all agree
7 that it's a good show, that it's a leading show in the
8 network in terms of the content and the way they're
9 getting it. And that I fully support. And if we could
10 break the recognition down to that level, I would be in
11 favor of it. But to the exclusion beyond that of the
12 other parts of the network, I'm not ready to go there
13 right now.

14 MR. FORD: In conjunction with what Mr. Murdock
15 said, as well as Ms. Chambers and Mr. Palmer, I agree
16 wholeheartedly that recognition should be given to all the
17 units and all the programmers, whether they're local or
18 national for all of the tireless work they have done.

19 But I'm somewhat confused with your proposal
20 because it's very convoluted and I heard Ms. Chambers say
21 it needed to be broken down into two motions.

22 I would suggest that we table your motion and

1 let you come back with the exact wording on something that
2 we can --

3 MS. CAGAN: I gave that wording and I made a
4 motion.

5 MR. FORD: Can I finish talking?

6 MS. CAGAN: Sorry.

7 MR. FORD: My suggestion was that we table your
8 motion such that you can come back to us with the language
9 worked out such that we can have a concrete document by
10 which to vote on to give everyone their just desserts for
11 the work they have done. That is my suggestion.

12 DR. BERRY: Is that a motion?

13 MR. FORD: That is a motion.

14 DR. BERRY: Is there a second of the motion to
15 table? In parliamentary fashion, there's a motion to
16 table the seconded. The vote only takes precedence over a
17 discussion of the main motion. Is the motion to table
18 seconded?

19 It falls for want of a second.

20 We will continue the discussion. And I think
21 Mr. Moran had his hand up next.

22 MR. MORAN: I think the reason for supporting

1 this motion, which I will support, is that -- let's be
2 clear. In an organization you have a situation, you have
3 a very good performer that is doing the kind of work that
4 is exemplary of the mission of that organization, the
5 behavior that I would want to -- the message that I would
6 want to send management and ourselves with a motion such
7 as this is to say that that is precisely the creative
8 energy that we want to support with a very supportive
9 environment. It just sends a tone that, a reminder that
10 this is so well aligned with the mission of our
11 organization and so successful that we would like
12 management to act accordingly and understand that the best
13 way to foster creativity is to work in a way that
14 facilitates anything that you want from a unit or a
15 department because they are a high performer to begin
16 with. And that's the value of this motion.

17 MS. CAGAN: On Valrie's suggestion, if you
18 separate it, I would prefer not to separate it, but
19 obviously I believe she has the right to make that as a
20 proposal as a motion to separate. And I think that would
21 be the appropriate way to proceed.

22 MR. LYONS: I support the motion in its

1 entirety. And if it gets separated, I will support the
2 motion. But I support the motion principally in its
3 entirety and want to second what Mr. Moran said.

4 I think we're in a lucky situation, we're in a
5 excellent situation for people to have this discussion.
6 Because we're talking about a program that has a program
7 which has brought to Pacifica through the work of Aimee
8 and its staff and others who were involved in the program
9 the kind of accord and also the kind of main stream
10 attention and audience that has been discussed in many
11 different committees in this body. I mean, the accolades
12 for the program. But particularly the coverage at the
13 conventions.

14 I want to single out the excellence of the
15 coverage at the conventions which were commented on very
16 positively, brought positive attention from the Washington
17 Post, from the New York Times, et cetera, et cetera. I
18 mean, all those reprints are available. I think that
19 Pacifica Foundation has, and Pacifica radio, has made
20 qualitative gains through what happened.

21 I just want to share my concern, however we
22 phrase it, that the policy of having this national program

1 and other national programs be supported. That
2 individuals in that position in national programming be
3 afforded not just financial support, because in this case
4 most of the money is earned by that program because I'm
5 not dealing with the finance now, but to be supported any
6 way that we can in terms of its operation. Personnel
7 decisions, decisions about time, where time is spent,
8 protection of those programs, the status, the working
9 status of the people involved in those programs, including
10 Aimee and others. But I feel that we should be, you know,
11 thrilled that we're in a position to even have this
12 discussion today.

13 DR. BERRY: Would Mr. Millspaugh and Mr. Palmer
14 indulge and let me speak for the motion?

15 First of all, to correct the record, Democracy
16 Now does not raise its entire funding. That is false.
17 Democracy Now raises about how much?

18 MS. WASH: About \$80,000. And they get \$200,000
19 from the Foundation.

20 DR. BERRY: So that is totally false and that is
21 a misimpression.

22 The second thing, in order to be the skunk at

1 the picnic, which is what I'm being in this discussion
2 here, and I don't mind, Democracy Now has very good
3 qualities, the program has good qualities and support, but
4 Democracy Now created some problems and issues during its
5 convention coverage which got publicity also. It not only
6 got publicity, but created difficulty for other
7 journalists from Pacifica who were trying to get
8 credentials to get into various activities.

9 So let's not pretend that there is some
10 unvarnished statement to be made. And while we would like
11 for people to perhaps replicate And emulate the
12 performance of Democracy Now in many instances, and I am a
13 supporter of it, not everything about the way Democracy
14 Now and the staff go about their work is anything to be
15 applauded and commended and told other people should do
16 the same thing.

17 There are certain things that journalists are
18 required to do if they are journalists and that they use
19 their credentials accurately. And we want Pacifica
20 journalists to do that.

21 Beyond that, while I too would be in favor of a
22 motion commending Democracy Now to make any kind of

1 decisions about commendations, about personnel statements,
2 about other things that would single them out Above and
3 beyond everybody else who was in the Foundation who has
4 worked very hard would send, I think, precisely the wrong
5 message. So the picture for Democracy Now is mixed.

6 Also, Pacifica cannot be a Johnny-one-note
7 network. It's been a Johnny-one-note network. And there
8 are other programs throughout this network that if you
9 were to give them the same support that you had given to
10 Democracy Now, it would be my bet that they would be just
11 as good in terms of signature programs. And I have been
12 urging for years that -- the years I've been around
13 here -- that the Foundation identify --

14 Whenever I visit stations I've said to people,
15 don't you have a program, a signature program, could we
16- put, you know, \$150,000 into you or \$200,000? The network
17 should not be a Johnny-one-note. We're proud of Democracy
18 Now, we're proud of what Aimee does. As I say, it's not
19 an unmitigated and unvarnished record in terms of how one
20 should behave. And there may be some issues that have to
21 be dealt with.

22 So I would support a motion of commendation. I

1 would oppose this motion as it is currently stated.

2 MR. MILLSPAUGH: I also would support a motion
3 of commendation and, in fact, try to, in effect, do that
4 as part of the committee report to commend the work, as
5 well as that of others, that contributed to the excellence
6 of the last few months' programming.

7 I was concerned that this not, however, become a
8 substitute or an attempt to preempt the orderly manner of
9 staff evaluation, which is a totally and fully and
10 exclusively staff function, and which I feel that some
11 members of the Board are either unwarily or perhaps warily
12 attempting to achieve. And I think that that would be
13 extremely unfortunate and inappropriate and a bad
14 procedure. We've heard a lot this weekend about how we
15 need better procedures. And many of the criticisms are
16 coming from the same people who seem to be willing to
17 violate those procedures out of hand.

18 And I think that we need to confine ourselves to
19 the commendation of the excellent work that has been done
20 and not get into a discussion in public of any staff
21 difficulties or contretemps because those should be in
22 executive session, if at all, and probably not at all

1 because it is not our job.

2 DR. BERRY: It's the executive director's job.

3 MR. FORD: Madam Chair, I would call the
4 question.

5 DR. BERRY: All those in favor of the motion
6 indicate by saying aye.

7 MR. MURDOCK: I'm sorry. Can we just hear the
8 motion? I mean, I've got to hear it now at this point.

9 DR. BERRY: The motion as I understood it -- and
10 the maker of the motion can object if I restate it
11 incorrectly. The motion as I understood it in general is
12 to commend Democracy Now and the staff. That is one part
13 of the motion.

14 And the other is to give attention to or to
15 devote resources to -- not financial resources -- to
16 supporting and making those words of commendation more
17 than mere words in the effort to aid and support Democracy
18 Now.

19 Say further if you --

20 MS. CAGAN: The only further amplification on
21 that would be to commend the good work of the Democracy
22 Now team under the leadership of Aimee Goodman. And

1 specifically to call attention to the collaborative
2 efforts with other alternative media.

3 MR. MURDOCK: A point of procedure.

4 Did Valerie -- did Ms. Chambers make --

5 DR. BERRY: She made a suggestion, but it was
6 not formally made.

7 All those in favor of the motion as stated
8 indicate by saying aye.

9 (Aye.)

10 Those opposed to the motion as stated indicate
11 by saying aye.

12 (Aye.)

13 Let us have a count of the people. Those who
14 are in favor of the motion say your name and we'll put it
15 in the record.

16 MR. MORAN: Moran.

17 MR. ROBINSON: Robinson.

18 MS. CAGAN: Cagan.

19 MS. LYONS: Lyons.

20 DR. BERRY: Those opposed to the motion say your
21 name, raise your hand, just anybody speak first.

22 MR. PALMER: Palmer.

1 MR. FORD: Ford.

2 MR. MILLSPAUGH: Millspaugh.

3 MR. MURDOCK: Murdock.

4 MS. VanPUTTEN: VanPutten.

5 MS. CHAMBERS: Abstention.

6 DR. BERRY: Berry.

7 Okay. So the numbers are that the motion was
8 defeated.

9 Does anyone want to make a second motion to
10 divide the question to do this or to do something else?

11 MR. PALMER: I would like to make a motion that
12 we acknowledge the work that has been completed by
13 Democracy Now in aligning, you know, with some other
14 media, as well as with Pacifica Network News, the folks at
15 KPFK and KPFA for all of the work that they have done
16 specifically on the convention as operating units at this
17 time.

18 DR. BERRY: So it's a commendation.

19 Could I get a second?

20 MR. FORD: Second.

21 DR. BERRY: Discussion?

22 Anybody call for the question?

1 MR. MILLSPAUGH: Question.

2 DR. BERRY: All those in favor of that motion
3 indicate by saying aye.

4 (Aye.)

5 Those opposed to the motion indicate by saying
6 no.

7 The motion passes unanimously. That's the first
8 thing we've ever done unanimously.

9 Anyway, let's have the report --

10 I have one comment to make in addition to the
11 one that Leslie Cagan made on the report of your committee
12 before we accept the report of the committee and proceed
13 to the next report. And that is in addition to the
14 comments you made about a progressive voice and the need
15 to emphasize that, I saw nowhere in here the emphasis on
16 audience growth and diversity, which are the two goals,
17 overall goals that Pacifica is devoted to.

18 And I think what is happening is that we're
19 assuming without saying -- I just read the whole thing --
20 we're assuming without saying that these are beyond the
21 presence in the sky, just as the progressive voice is
22 beyond, the presence in the sky. But I think that as often

1 as we mention these, we should keep these in mind and keep
2 them in the forefront.

3 MR. MILLSPAUGH: If I may say so, I agree with
4 both of those statements. I felt that it was implicit,
5 but I believe that much of the committee felt that these
6 things should be made explicit. And of course I cannot
7 disagree with that. I'm in favor of that.

8 In fact, it was a peculiar discussion because
9 everyone was in agreement, but nonetheless there was a
10 great deal of arguing. And it was difficult to sort out
11 at times.

12 DR. BERRY: The technical committee does not
13 have a report, is that right, Mr. Ford?

14 MR. FORD: We did not meet, yes.

15 DR. BERRY: The development committee, is there
16 any report from a development member?

17 MS. CHAMBERS: I stood in for the chair
18 yesterday. We received a report from Joanne Meredith in
19 the half hour or so that we met yesterday. Overall the
20 stations are generally meeting their financial goals in
21 terms of getting money on a current basis. But there are
22 a great many needs of Pacifica, both now and over the next

1 five years.

2 It's my understanding there will be a list
3 forthcoming from the development director that will detail
4 these needs for us. In particular, on an operational
5 standpoint we have the need to start a capital campaign or
6 otherwise provide for the capital needs of the National
7 office in the next four to five years.

8 And the way to do that -- this is a topic for
9 consideration, not a proposal -- is to increase our
10 emphasis on major donors. The committee noted that it
11 stands ready to serve the local stations at their request
12 in an ambassador position and to help them with their
13 development needs as requested.

14 We also responded in part to the programming
15 task force proposal in that we have formed an ad hoc kind
16 of subcommittee for developing alternative metrics in
17 which I believe Tomas Moran has agreed to serve, I have
18 agreed to serve, Leslie Cagan has agreed to serve, and we
19 may have one or two others before this is all over.

20 It is our hope that we may be able to develop
21 and do some of the analysis in-house saving Pacifica a
22 fair amount of money. I don't know that we will be able

1 to get the same level of information, quality information
2 in the same time period. But it is, again, our intent to
3 assist and certainly not replace the entire plan.

4 We are going to try to have a first proposal
5 specifically with respect to alternative metrics in the
6 survey area out to committee members by October 16 with
7 comments from committee members to be returned by October
8 30. And then hopefully a telephone meeting by the
9 development committee on the initial proposal.

10 We want a little bit more direction. We're
11 going to request some more direction in the LAB board's
12 role in development and how we should best be working with
13 them. And we're requesting this clarification from
14 governance and for governance to consider on governance's
15 timetable as governance sees fit for giving us that
16 direction.

17 What was not discussed was the presentation last
18 time by Audio Basket. However, this discussion is neither
19 to be construed as being in favor of or being against that
20 proposal. Merely we did not discuss it at the time.

21 Was anybody else there that has corrections?

22 MS. CAGAN: Just one addition to what you said.

1 That we were assuming, and we wanted to make explicit,
2 that not only the members of the development committee but
3 all board members would be available when called upon by
4 the development staff to help with major donor visits or
5 visits of foundations or whatever. That this was a
6 responsibility that all of us should be able to meet.

7 MR. PALMER: I want to say that regarding some
8 of the material that Joanne presented, I wasn't able to
9 make that meeting. And she may have gotten hung out to
10 dry, so to speak, on some of the data. And I apologize to
11 her specifically for that. And I want to be clear to
12 everybody on the Board and to those that were there and
13 any false impressions that may come out, as I requested
14 this data for the benefit of the finance committee so that
15 the information that we receive piecemeal and strictly
16 numerically frequently from the staff, from other data
17 sources that kind of give us an idea on how we're doing.
18 So that visually we could look at it and make our
19 impressions a little quicker.

20 I'm a visual kind of person. So I've asked them
21 to do that and have volunteered my time to help in that
22 and we were working on it together. This is strictly

1 preliminary. But all of the data is to be coming from the
2 individual stations and their records and it isn't
3 complete at this point in time. And when it gets more
4 complete, it will still then just be a document for
5 reference, it will be an internal document, for the visual
6 ease of understanding where we've been and where we're
7 going to help us formulate where we might continue to go
8 and help us make some decisions that we otherwise might
9 have to rely on somebody's word about.

10 So I personally want to apologize to Joanne for
11 that. And I will definitely make sure that that material
12 comes through the finance committee in the future so that
13 I will definitely be there and not leave the room with
14 such a void as to why this material has come out.

15 But I do want to stress that all of the data is
16 coming from the individual stations and we're relying on
17 the information that's retained at those stations.

18 MR. MORAN: In light of that, Michael, I want to
19 apologize to Joanne. Also, the motion that I made to make
20 some discussions as to how to make the visual
21 representation of the data clear so that we could visually
22 understand what was happening, was taken as a hanging out

1 to dry, which I absolutely did not intend. I represent
2 data visually in my work all the time and I was making it
3 as a motion because I was making a suggestion to the
4 alteration of how the data was presented because of an
5 unfortunate problem with the spreadsheet display on that
6 page which visually created a difficult representation for
7 the data of KPFA. So that's all it was meant as. It was
8 certainly not as a criticism.

9 MS. CHAMBERS: And let me clarify just a little
10 bit too. I don't believe that there was an error found in
11 the graph itself. If one looked at the picture only and
12 did not look at the key, then I think that was the source
13 of initial confusion. It would take a little bit thorough
14 reading and so forth.

15 I'd like to kind of sort of end my submission on
16 a positive note. When we did, we had in essence, in
17 addition to the motion for our committee to adjourn, two
18 other unanimous motions.

19 One was the committee's support for the
20 individual development staff at the stations.

21 And one was for the alternative metric task
22 force.

1 DR. BERRY: Okay. Good.

2 I think that it's very exciting that you are
3 doing this metric test for us. And we, all of us, very
4 much look forward to seeing what you come up with. I'm
5 happy that we have people that are talented and skillful
6 on the Board and on the committee who can do this work.
7 That's great.

8 Okay. Now we go to the finance committee where
9 we have action on the budgets. Go ahead.

10 MR. PALMER: I want to start by saying what I
11 didn't earlier because it wasn't essential then and it may
12 not be now, but it's part of the finance realm.

13 The Foundation and the senior staff have
14 supported Democracy Now extensively for five years. They
15 have received tremendous support on all fronts, including
16 accommodating location on the show's origination and
17 things of this nature.

18 So I want to be clear that the Foundation has
19 started and supported and continues to support the
20 program. And the benefit on the funding side is not that
21 they meet their exclusive budget, but they are a
22 tremendous asset in helping to raise money outside of

1 their traditional one hour per day.

2 And that's an intangible amount of money.

3 Primarily because of the way that we're organized
4 financially we cannot identify exactly how much money
5 they're raising outside of that hour. And so I think that
6 we all know that it is a good program, it's a strong
7 benefit for us from the content point of view, it's a
8 tremendous help on the financial side of things. And I'm
9 sure that the senior staff will continue to be aware of
10 those things and supporting it benefits the entire
11 Foundation. So I just wanted to say that before we start.

12 DR. BERRY: Michael, before you proceed, I
13 forgot, there's a sign-up sheet outside the door for the
14 comment period which is being delayed. Make sure you sign
15 the sheet if you wish to speak. And we're running behind
16 a little, so let's proceed.

17 MR. PALMER: The financial picture of the
18 Foundation has changed tremendously in the past three,
19 five, seven years. Today, and this is a repeat for the
20 people that were there yesterday, but for the benefit of
21 the record and everybody else for the first time that
22 anybody in the room can remember, including the CFO who's

1 been with us for twenty years, all five of the operating
2 stations are solvent. They have performed this year in a
3 way that they've met all of their bills.

4 DR. BERRY: Here, here.

5 MR. PALMER: And this is no small matter for
6 Pacifica. Because you can look back in any year, probably
7 since the entire Foundation has been going, and there's
8 been deficit funding for the unit. So it's a tremendous
9 accomplishment. And the largest growth has occurred over
10 the past seven years, and more specifically over about the
11 last three years. I think that if you all looked at the
12 material that was given out, even if you just looked at
13 the past seven years you can see that there's been
14 tremendous growth in the revenue side for each of the
15 stations.

16 Just so that it's in the record I'm going to do
17 it briefly.

18 KPFT is -- this is from 1993 to the current
19 year -- T has gone from \$165,000 of an annual revenue
20 listener support, excuse me, to about \$780,000 or almost
21 \$800,000.

22 W from \$355,000 to \$1 million.

1 I from \$1.1 million to \$2.6 million.

2 K from point eight to \$1.5 million.

3 And A from one point five to \$2 million.

4 There's been tremendous finance growth, and you
5 can see it in the number of actual donors which has grown
6 from just under \$50,000 to about \$75,000, So through all
7 of the efforts that have been made, as stressful as they
8 have been for everybody, just from the financial point of
9 view things have changed tremendously. Some would say a
10 turn-around. I'm a little cautious about saying that just
11 by nature.

12 But the fact that for the first time in at least
13 twenty years all the stations are solvent is a tremendous
14 positive change. And I want to acknowledge all of the
15 managers past, present and everybody that's been involved
16 in it on all the programs and everybody who's not on the
17 air for accomplishing this. And if there were a way to
18 give an individual acknowledgement to every one of them,
19 we would do that and take the time. So I want to thank
20 all of them for doing that at this time.

21 The thing that the finance committee is going to
22 continue to focus on through the use of some of this other

1 data that I've mentioned to you is trying to keep an eye
2 in a forward direction now about the continuity and the
3 continuation of its listener support. So we're going to
4 be shifting our questions in these board meetings and any
5 questions in between the Board meetings to the managers of
6 what do they see coming from their donors as a result of
7 their programming so that we might have a heads up as
8 things are going to change and adjust our budgeting
9 accordingly, which is a normal budgeting process for any
10 other organization, but this is Pacifica so we have to do
11 these things.

12 All in all, the discussions yesterday regarding
13 the budgets were very positive. There is a transition to
14 a national health package underway for our coverage in
15 those areas. There's impact at KPFT and WPFW, more than
16 others, due to the shift from a PPO to an HMO. This is a
17 good practice so that there's some uniformity and that
18 it's in line with our efforts in the past to try to
19 consolidate these efforts that we're making so that we get
20 any benefit of the efficiencies that are available to us.

21 Another key item is that the KU expenditures
22 have at least for this time come to an end. The program

1 that was started originally three years ago has
2 distributed about 50 KU links to affiliates. We, through
3 a financing arrangement, made it possible for the
4 affiliates to pay for those KU down links and they're able
5 to receive our programming through that. It's finally
6 come to an end so there's been an appropriate shift in the
7 budget in that way.

8 And there was some discussion about the
9 affiliates in the meeting. Right now there's about 50 of
10 them. And I think about 14 of them are having difficulty
11 we'll say in paying their portion of the contract
12 arrangement and they've been notified as such.

13 There was additional discussion about the need
14 to expand the affiliate network and the communications
15 with the affiliate network. And Bessie had indicated that
16 in her budget for the National Office there is a person
17 that will be ultimately hired and will be involved in
18 these communications to the affiliates so that we can
19 improve where they need to be for those communications.

20 And I would remind everybody of the fact that
21 the affiliate relations are the responsibility of Bessie's
22 office and her managers. And that the involvement of the

1 Board and certainly the business aspects of our
2 relationship with the affiliates I don't think is
3 appropriate at this time or any time really.

4 Individually there were no specific questions or
5 areas of contention regarding the budgets because
6 everybody is performing as they're supposed to at this
7 point in time. There were a number of additional positive
8 things we could note.

9 At KPFA they were able to secure and complete
10 the project to get their backup generator. And also in
11 the budget their repairs to their tower and antenna have
12 been allocated so that all of our hardware in that regard.
13 is performing as it should be. They're also going to be
14 experimenting with cyber days for fund raising.

15 And I personally was glad to hear that the Hard
16 Knock radio show is beginning to generate the audience
17 that everybody thought it would. And that's an important
18 factor because it's a youth directed, for lack of a better
19 word, a youth directed program. And I hope it continues
20 to do well.

21 At WBAI they too will be making their efforts to
22 experiment with these cyber days of fund raising. And

1 this is part of the, effort to begin to hopefully reduce
2 the overall number of days that all of the stations are on
3 the air fund raising to off air fund raising through
4 telemarketing as well as cyber days. And this is helpful
5 for all the listeners because it's a drag at times to have
6 to listen to the ongoing request for money after you've
7 given your own money to benefit the station, which I'm
8 sure everybody on the Board and hopefully everybody in the
9 audience has done as well.

10 At KPFT they've recently completed renovations
11 to their building. And I hope Garland has before and
12 after pictures so they can be displayed as well. Because
13 it's tremendously amazing what a new roof, paint, carpet
14 and some other walls being moved can do to the environment
15 that the employees are working in. So I'm glad to see
16 that for their station.

17 They will be hiring a news director in the
18 coming year that will be producing or putting on the air
19 an afternoon news program. And this is another very
20 positive step that we're able to do because the station is
21 generating enough listener support to bring that person
22 on. And I hope that this will continue to satisfy the

1 need that we have locally for news, but also the
2 perception from the outside that we don't have local news
3 at all.

4 And I will just say as an anecdote Leslie
5 mentioned a cab ride story earlier where the cabbie not
6 being born in America listened to WBAI in her case. My
7 cab ride to the airport to come to these meetings, a
8 gentleman from Sierra Leone was listening to the news
9 program we have in Houston, BBC, because it was his only
10 reliable source for information about what was going on in
11 his home country. And, you know, through conversation he
12 indicated that the entire Sierra Leone population in
13 Houston, although it's not extremely large, listens to
14 KPFT for that news so that they can be informed.

15 So to whatever degree we're doing it now, it's
16 helping out a significant part of the people that are not
17 able to get news that benefits them in the Houston area.

18 And I think the last thing I'll mention is that
19 at KPFK they are still trying to get the tower finalized,
20 but hopefully there'll be a break in that logjam shortly.

21 Other than that, all of the budgets were
22 submitted. The committee approved them being presented to

1 the Board for approval. And I would request that we go
2 ahead and do that at this time.

3 MR. LYONS: I also have a motion to make.

4 DR. BERRY: Before or after his motion to
5 approve the budgets?

6 MR. LYONS: After.

7 DR. BERRY: Could I get a second of the motion
8 to approve the budgets for-the organizations?

9 MR. MILLSPAUGH: Second.

10 DR; BERRY: Discussion?

11 MR. MORAN: I just want to mention that I'll be
12 abstaining on this motion. Because, unfortunately, I did
13 not receive the packet of the financial statements up
14 until this morning. Somehow it was not possible to get
15 one to me on time before I left home and there was not one
16 available here on Friday so I didn't have it in front of
17 me when the budgets were being discussed and so forth.
18 And I still do have some pending questions that I've
19 submitted to Bessie four weeks ago regarding line items on
20 KPPA that might reflect some charges of litigation
21 expenses that I'm questioning whether they're being
22 charged back to the unit that I would like to find out

1 before I vote on them. So I'll be abstaining on the
2 motion.

3 MR. PALMER: I'd like to respond just primarily
4 that I promise you that I will get back to you. I just
5 wanted you to know that and everybody else to know it.
6 And I do want to say that I'll be talking with the CFO
7 regarding those items and other items in the National
8 Office budget on how we actually do those as an
9 organization so that it can be clear to everybody, not
10 just what we're doing, but 'how they actually should- be
11 done.

12 MR. MORAN: I have a lot of questions on those
13 lines once I get my answers.

14 DR. BERRY: Ms. Lyons.

15 MS. LYONS: I approve of the budget but for the
16 limited one item which I don't recall how it's phrased
17 now, we discussed it yesterday, which I'll be abstaining
18 on for the National Office. It's related to the issue of
19 consolidation of finances on centralization of finances.
20 And I will not be voting -- I cannot vote for the whole
21 budget because of that item and will be presenting an
22 alternative motion afterwards to say that I'm requesting

1 evaluation and I'll be pleased to vote on everything else.
2 But my sentiment of abstention focuses on that item
3 solely. I don't have a problem with the other pieces of
4 the budget that have to do with centralization,
5 consolidation and expenses towards that issue until this
6 evaluation.

7 DR. BERRY: Could I hear a call for question?

8 MR. FORD: Question.

9 DR. BERRY: All those in favor of the budgets
10 indicate by saying aye.

11 (Aye.)

12 Opposed?

13 Abstentions?

14 MR. MORAN. Moran.

15 MS. CAGAN: Cagan.

16 MS. LYBNS: Lyons.

17 DR. BERRY: Three abstentions. So ordered.

18 MR. LYONS: The motion that I want to make is
19 that the Board instruct the executive director to carry
20 out an evaluation of the consolidation and centralization
21 policy which we decided as it has been implemented in a
22 number of stations including BAI and to be implemented in

1 KPFA, that that evaluation include the executive director
2 and anyone else from her office, each station manager,
3 local program directors and anyone else who the local
4 station managers and program directors think would have
5 something to contribute from the staff. And the third
6 piece of that evaluation team be where possible any board
7 members who are interested, if it's in his or her
8 respective city and particular burden on finance committee
9 people to see this because it's a policy issue.

10 I understand the decision was made. I'm not
11 questioning the decision. I'm asking simply for
12 evaluation. That that report from these various sources
13 brought together be presented to us at our next meeting on
14 the very beginning of March with the idea that where there
15 are problems in implementation, particularly I know of
16 some in my area, but where there are problems there be
17 resolutions to problems so that this process, particularly
18 in terms of check writing and ability to deal with crises,
19 is dealt with in a much more efficient way so that the
20 stations can figure out how to function most effectively
21 and get out our product to our listeners.

22 MR. MILLSPAUGH: Is this still the motion?

1 DR. BERRY: This is a motion, right?

2 MR. LYONS: It's a motion.

3 DR. BERRY: Is there a second of the motion?

4 MR. MILLSPAUGH: Second.

5 DR. BERRY: A discussion of the motion?

6 MR. PALMER: I want to say, Beth, I wonder if
7 this is different from the understanding I had with you
8 leaving the finance committee meeting yesterday that we
9 would get with the CFO and show the savings that have been
10 generated through the consolidation, which is what you
11 asked about specifically yesterday? Is this different
12 from that?

13 MR. LYONS: Right. It's different.

14 I'm asking for an evaluation. I did say at the
15 end of the meeting you and I would talk about the
16 evaluation. But since then and based on the discussion
17 I've realized that this may be a mechanism that the Board
18 can implement. I'm making a different motion.

19 In other words, I'm very happy to have that
20 discussion with you. But due to the nature of the issues
21 and the urgency I am thinking it's better to have a
22 mechanism so that by February we can get some of these

1 issues resolved.

2 MR. PALMER: So you're wanting every manager at
3 every unit to get involved with this with their project
4 director to go over this consolidation effort even where
5 there's been no difficulty, is that what you're asking?

6 MR. LYONS: I've asking for an evaluation. I'm
7 not asking for a whole -- do you have any problems, is the
8 first question. Yes, I do. No, I don't. What are they?
9 What can be helpful and who can help? No problems?

10 MR. PALMER: There's two units that haven't
11 been. There's one that's going to happen soon. There's
12 two that have so far. There's one that has an issue. And
13 that's it. That is a staff. It is an operational thing
14 that's going on. And if you have questions about how it's
15 going down in New York, then you ought to be talking with
16 Valrie and with Bessie. And that's where it gets worked
17 out. We don't need to do an evaluation of everybody
18 because that's what your motion was suggesting, is that
19 every unit go through this evaluation, if I understood
20 your motion.

21 MR. MILLSPAUGH: Well, it's my belief that this
22 motion is no different from the one which the committee

1 failed to or refused to consider yesterday. And the
2 reason it refused to consider it was that it was, a)
3 premature, and b) again it inserts itself into the what
4 are proper staff relationships and discussions.

5 And I think that the motion, if indeed -- well,
6 let's put it this way. If indeed this is a motion which
7 can be distinguished from the one that was made yesterday
8 and rejected or not entertained, then I think it should be
9 referred back to the financial committee. And I so move
10 that it be referred to the financial committee.

11 DR. BERRY: Well, that's a substitute motion.

12 Is there a second of the substitute motion?

13 MR. FORD: Second.

14 DR. BERRY: Okay. A substitute motion is voted
15 on before the major motion has been called on.

16 MR. LYONS: For clarification, I'm bringing it
17 as an individual, Frank. I as an individual board member
18 am bringing this motion. I'm not bringing it obviously as
19 a consensus of the committee.

20 MR. MILLSPAUGH: Obviously not.

21 DR. BERRY: So the question is whether the Board
22 wishes to refer Ms. Lyons' motion on the argument that

1 Mr. Millspaugh gave that it is prematurely back to the
2 committee for further consideration. That's the first
3 motion we'll vote on, which is the substitute motion.

4 All those in favor of referring Ms. Lyons,
5 motion back to the committee indicate by saying aye.

6 (Aye.)

7 DR. BERRY: Opposed.

6 (Nayes.)

9 Okay. There were more ayes than there were
10 nayes. If you wish me to have them raise their hands I
11 will. But essentially there were. So the motion will be
12 referred back to the committee.

13 Having the substitute motion passed means that
14 the main motion is moot because we've already voted to
15 send it back and it has been validly substituted.

16 Okay. We will now move on, if that's all you
17 have, to the Board governance committee meeting, which has
18 the bylaw change as far as that discussion and whatever
19 else we're discussing, Mr. Murdock.

20 MR. MURDOCK: Thank you, Dr. Berry.

21 There are actually three items to report out
22 from the governance committee. Two of them require a vote

1 by the Board today. One does not.

2 The first item is the issue of nominations.

3 Yesterday I informed the members of the governance
4 committee, as well as other members of the Board, that
5 they would have an opportunity to meet with two
6 individuals to consider whether or not these two
7 individuals were persons who the governance committee
8 would want to nominate to the whole board to join the
9 Board as board members.

10 There was a meeting yesterday evening, an
11 opportunity to talk to the two candidates. Eight of the
12 board members were able to attend and discuss the
13 qualifications and the interest and to dialogue with those'
14 two individuals. The members of the Board who met with
15 them were Beth Lyons, Leslie Cagan, Tomas Moran, Valrie
16 Chambers, Michael Palmer, Rob Robinson, Frank Millspaugh
17 and John Murdock. I apologize, and Ken Ford.

18 No decision was made yesterday with regard to
19 the candidates. But in discussion with members of both
20 the governance committee and members of the Board the
21 consensus was that we should move to -- not move in the
22 formal sense, but move to add five members to the Board of

1 Directors sometime over the next several months,
2 presumably to vote on it at the next board meeting in
3 March. And that the Board governance committee would
4 receive nominations, or rather Candidates from any source
5 including the public to be considered as persons to be
6 nominated to join the Board.

7 What I propose to do at this point is to put
8 that in the form of a motion so that the Board can vote on
9 the salient points of how that will happen. The salient
10 points are that there would be five new board members to
11 be considered in March. And that the governance committee
12 of the Board would accept candidates or names of persons
13 to be considered for nomination. And that there would be
14 a timetable for submitting those names to the governance
15 committee.

16 And if that doesn't need to be done as a motion,
17 we don't have to do it that way.

18 DR. BERRY: It doesn't need to be done as a
19 motion. What we need to do is first ascertain whether
20 there are indeed five vacancies. But I think it would be
21 better if you were to simply -- since we already have a
22 procedure for taking nominations, we've done it before --

1 if you would just simply say that the Board governance
2 committee is receiving nominations from any source for
3 those and that they must come in by a certain date,
4 whatever that date is, and establish what that date is
5 today, which can be done as an announcement.

6 We don't need a motion unless somebody objects.
7 I don't think it's the kind of thing anybody would object
8 to having nominations for the Board. And that the
9 governance committee will then be reviewing those and
10 proceeding with whatever recommendations it wishes to make
11 in time for the March meeting.

12 So what you really need is a date and an
13 announcement. A date that can be publicly announced where
14 you will receive these nominations, what you think is
15 reasonable for a date. Do you have any ideas?

16 MR. MURDOCK: My suggestion at this point would
17 probably be November 15.

18 DR. BERRY: So if you got them by November 15
19 that would give your committee time to do whatever your
20 committee needs to do with any nominations that may come
21 from any source. And this would be announced on the
22 stations as its been done before and would be announced on

1 the web site and would be announced to the world. And
2 then people can nominate anybody they want to nominate.
3 And you already have some nominations which are in the
4 hopper and which you might schedule. And that you will
5 schedule them based on what vacancies there are and how
6 the committee wishes to proceed and what you wish to do
7 with them.

8 Do you accept my formulation of what the
9 committee wishes to do?

10 MR. MURDOCK: Very succinctly stated.

11 DR. BERRY: So having stated that, are there
12 people who wish to object, make motions and say that the
13 committee shouldn't do it or whatever?

14 MR. MORAN: Dr. Berry, unfortunately you weren't
15 there for either of the Board governance committees, but
16 in the last meeting where we discussed the item that was
17 just brought up by John, the consensus was that what we
18 would try to hammer out was a proposal document. Because
19 John likes to work out of proposal documents that are
20 written and clearly state what the process is going to be.
21 And that ideally that process would not be just a one time
22 item, but would be thought through enough to be the right

1 process by which people are brought on to the Board in a
2 long term.

3 And there was discussion about bringing in a
4 number of individuals. And whatever that number is that
5 cannot be a number that is not announced. We have to
6 announce to ourselves, if nothing else, as board members
7 what the number of recognized vacancies are.

8 So very clearly we decided in the committee that
9 a proposal that had to be written, and the purpose of the
10 meeting this morning was to attempt to hammer out that
11 written proposal which would be brought to us, not voted
12 on here, not implemented at this time until the committee
13 had looked at the proposal and had approved it.

14 DR. BERRY: Mr. Moran, you are not a member of
15 the committee, number one.

16 Number two --

17 MR. MORAN: Well, you brought up another point
18 that I want to raise, which is that I'm asking the chair
19 and it was asked in the meeting that it be researched
20 whether I am a member of the committee. And it was asked
21 in a motion which was omitted from the report by Mr.
22 Murdock.

1 DR. BERRY: I was simply pointing that out as
2 information. I am also telling the committee as a ruling
3 from the Chair that based on the procedures that are
4 already in place in Pacifica, unless you wish to have a
5 process whereby you have a document to approve changing
6 the procedures for nominating people and then bring that
7 to the Board and have the Board change the procedures or
8 have your committee change them, that there are already
9 procedures and all you really need is a date.

10 And also you are not required to fill any number
11 of positions. There's no number you have to fill. You do
12 it in terms of what names are there and what your
13 committee believes that you ought to recommend.

14 So if you wish to have a procedure change and
15 you wish to have a document, you may do so. But I'm
16 simply telling you it's not necessary for you to do so.

17 MR. MURDOCK: If I just may respond to that,
18 Dr. Berry.

19 Tomas, we talked about this yesterday evening,
20 we talked about it this morning. One of the items that's
21 going to come up in my report, as you know, is going to be
22 the discussion of bylaws revisions. If it's your view

1 that there ought to be some kind of writing, that writing
2 will be part of the bylaws revisions in which case what
3 you're basically saying is that you do not want to open up
4 to the public the opportunity to submit names for
5 nomination until after we've done the bylaws revisions.

6 Now, at this point in time, Tomas, at this point
7 in time, what the members of the committee have by
8 consensus agreed that they wanted to do was to go ahead
9 and get five more persons on this Board and to open it up
10 so that people in the public could send in the names of
11 persons who they thought would be worthwhile candidates
12 for consideration.

13 MR. MORAN: That's an incorrect reporting of
14 what occurred. The consensus of the people in the room
15 was that there would be a written process. And you agreed
16 to start working on that written process this morning to
17 get it to us as a proposal.

18 DR. BERRY: Ms. Lyons.

19 MR. LYONS: I am a member of the committee. And
20 it was decided expeditiously, because we all shared the
21 need to fill the vacancies and fill them soon, that there
22 would be we didn't take any -- we weren't taking any

1 votes on processes. But the sense of the committee was
2 that there would be, you know, whatever it was, three or
3 four steps laid out, and that there would be, you know,
4 information given out to the sources.

5 What Dr. Berry said, if there is a process,
6 which opens up another issue, which was not discussed
7 unanimously in the committee by any means, Leslie and I
8 came in through a process by which the LAB in our area had
9 gotten a letter, received a letter from David Acosta
10 asking for recommendations. That is a piece of the
11 process.

12 In any case, I think we need something. It
13 shouldn't take too long to clarify what the process is.

14 DR. BERRY: I will be happy to clarify it for
15 you.

16 MR. LYONS: But I think that we need that. And
17 the thing is that I don't think the issue is getting it
18 out. The question is what has been the process. Because
19 I understand that in our case we followed a process which
20 had been initiated under the leadership of this Board.
21 There has not been a change in that process. It's an
22 established past practice. This is silent on the process.

1 DR. BERRY: We are agreeing, Ms. Lyons. The
2 process under which you got on this Board is the process
3 that I am saying to John is the existing process, which is
4 that we notify the world, including the LABs, that the
5 committee is in the position of taking nominations and
6 that the nominations should be received by X time,
7 whatever X is. And that after that X time the committee
8 gets them.

9 And then people who are on the committee,
10 someone at least has an opportunity to meet with these
11 folks, any folks that they're going to recommend. And
12 then they present, agree to present, certain people to the
13 Board.

14 And they don't have to really know how many
15 vacancies they wish to fill at any one time or whatever.
16 If they want to, they can say that. But the point of it
17 is to notify people. Notify, including the LABS, which
18 was done when you were brought on the Board, and to do it
19 the way it was done.

20 So I'm saying to him if he wants to change that,
21 or if your committee wants to change that, and you are
22 talking about writing a new document or laying out some

1 new procedure or just getting it approved, that that's
2 fine if you want to do that, but there is a procedure.
3 And all you really need is a date and to emphasize that
4 notifications must go forward and the process.

5 MR. LYONS: It seemed to me logical though, we
6 need to know how many open spaces there are. Because that
7 issue of the size of the Board is a Board decision. I
8 mean, that's something that we have a right to -- it's our
9 power. So I'm not comfortable with maybe there's five,
10 maybe there's -- I don't know. I mean, I'm just saying,
11 we need to know that. And those who contribute that would
12 need to have an understanding of what it is.

13 DR. BERRY: Well, the projection is -- we are
14 projecting five vacancies on the Board. That can go out
15 in the announcements.

16 MR. LYONS: As of when?

17 DR. BERRY: The time when the next meeting takes
18 place and when a decision could be made about adding new
19 people.

20 Does that give you sufficient -- that should
21 give anybody who's nominating anybody sufficient
22 information about what -- and the size of the Board is in

1 the bylaws, so that's no mystery. And whoever is on the
2 Board is in the bylaws. That's not a mystery.

3 MS. CAGAN: I don't think the size of the Board
4 is in the bylaws.

5 DR. BERRY: Yes, it is. We changed it.

6 MR. MURDOCK: Once again, we are doing form over
7 substance here. I mean, we can spend -- we can delay this
8 if you like and we can spend time hashing -- I'm just
9 saying hypothetically.

10 We can delay this if you'd like and we can spend
11 time trying to hash out language. Or we can move the
12 process along so that we can try to give people on the
13 Board and to give the public an opportunity to submit the
14 names of persons.

15 But we did have this conversation. And we
16 talked about the fact that there was really two things
17 going on. One is as part of a bylaw revision, the issue
18 of nominations and all that might be dealt with in
19 language. But in the interim we still need to do things
20 to bring more people on the Board. And so we weren't
21 going to delay that process. And there were a number of
22 people in the room for that conversation.

1 DR. BERRY: Mr. Murdock, do you wish to make a
2 motion that nominations be announced as being open to the
3 public and to the LABs and that a cutoff date would be
4 November 15?

5 MR. MURDOCK: That motion would be fine Dr.
6 Berry.

7 MR. FORD: Second.

8 DR. BERRY: Could we got a call for the question
9 please?

10 MR. PALMER: Call for the question.

11 MS. LYONS: Could you repeat the motion?

12 MR. MURDOCK: The motion is that we would open
13 to the public the opportunity to submit names by November
14 15 to be considered by the governance committee and the
15 Board to join the board of directors of the Pacifica
16 Foundation and for an election in March on anybody who's
17 been nominated.

18 MS. LYONS: Including the LABs.

19 MR. MURDOCK: The public includes the LABs.

20 MR. MILLSPAUGH: They are a part of the world.

21 DR. BERRY: So is there a call for the question?

22 MR. MURDOCK: Yes.

1 DR. BERRY: Okay. All in favor indicate by
2 saying aye.

3 (Aye.)

4 Opposed.

5 So ordered.

6 MS. CAGAN: Can I make another motion?

7 DR. BERRY: Yes.

8 MS. CAGAN: That since I gather there is a
9 process, that we be given the process. I assume that's
10 written down someplace, what the process is. If we could
11 just be given copies of that so that, you know, we can
12 consider it at a future date if we want to make any
13 changes of it. And also most importantly so that we know
14 now for this process exactly what it is and that we're
15 following it correctly.

16 MR. MURDOCK: Leslie, everybody has a copy of
17 the bylaws --

18 MS. CAGAN: It's not in the bylaws.

19 MR. MURDOCK -- which is a segue to the next
20 issue that has also been discussed as well.

21 MS. CAGAN: I presented that as a motion, right,
22 and then I moved that the Board, the full Board be given

1 copies of the process for soliciting candidacies, for
2 reviewing them, for making nominations and for making the
3 decision of inviting people onto the Board. There is a
4 process. I just want a copy of it.

5 DR. BERRY: The process was passed at a meeting
6 of the Board of governance committee,

7 MS. CAGAN: Whenever it was developed. I'm not
8 challenging that. I just want to see it.

9 DR. BERRY: Fine.

10 MR. MILLSPAUGH: That should be no problem.

11 MS. LYONS: We demand for paper. We want the
12 paper.

13 MR. MILLSPAUGH: You don't even need a motion, I
14 don't think. I think you should have a copy.

15 MS. CAGAN: Well, I'm requesting that it be sent
16 to all the board members.

17 MR. MORAN: When will we get that document? Can
18 we get the document within the next week?

19 DR. BERRY: Of course not.

20 MR. MORAN: Of course not?

21 DR. BERRY: You can get it sometime in the
22 next -- I don't know.

1 MR. MILLSPAUGH: Why can't it be sent out along
2 with the announcement that the nominations are open and
3 that this is the procedure which has been adopted?

4 DR. BERRY: You mean in the copy sent to the
5 Board?

6 MR. MILLSPAUGH: Yes.

7 DR. BERRY: All right. That makes sense.

8 MR. MURDOCK: We've got one other item which is
9 also not a voting issue, which is that it was a consensus
10 of the members of the governance committee as well as the
11 Board who were present at the governance committee meeting
12 that we need to update and revise the bylaws to clear up
13 the format that Tomas Moran would send around within two
14 weeks; bullet point items that he feels need to be
15 addressed in the bylaws. And anybody else could be
16 welcome to do that.

17 And that I would take the bullet point items
18 from people and put together a comprehensive draft of the
19 revised set of bylaws, distribute those to the governance
20 committee and the Board, receive comments and then through
21 that process work through revising drafts with the
22 objective that ideally by March we will come back and be

1 able to vote on an undated and revised set of bylaws.
2 That doesn't require any action at this point by the
3 Board.

4 The last item is to vote on a bylaw amendment
5 which was noticed for this meeting. The background on the
6 bylaw change -- and then I will read what the proposed
7 bylaw change is.

8 In October of 1999 the Board unanimously passed
9 the following resolution: The Pacifica National Board
10 will take no action to sell, transfer or encumber any
11 Pacifica broadcast license or station. The Board
12 solicited proposals to elevate this resolution to the
13 status of bylaw. Two proposals were submitted, one from
14 Frank Millspaugh and one from Tomas Moran.

15 The first proposal sought to accomplish the
16 resolution by stating that Pacifica's identity will
17 consist of at least five of Pacifica's six broadcast
18 stations. KBFB was omitted from the list of stations.
19 Excuse me, KPFB.

20 Presumably the bylaw, as that was drafted, the
21 proposed amendment, any changes in the definition of
22 Pacifica's identity could only be affected by another

1 change in the bylaws. Under Article IX of the bylaws, the
2 bylaws can be amended only by two-thirds vote of all the
3 members of the Board present and voting or voting by
4 signed ballot.

5 The second proposal would not permit Pacifica to
6 sell, transfer or assign nor contract, agree to or
7 negotiate for or with respect to the sale, transfer or
8 assignment of any broadcast license without the approval
9 of a super majority of the Board. The scope of that
10 proposed bylaw extends beyond broadcast licenses and
11 excludes any real property and encompasses not only the
12 sale, transfer or assignment but also the negotiation for
13 sale, transfer or assignment.

14 It also sets a higher threshold to be overcome
15 in order to engage in the specified activities. In other
16 words, it would require two-thirds of the number of people
17 who are members of the governing board. That standard
18 would likely differ from the number of board members
19 required to amend the bylaws since members who do not vote
20 are not counted for purposes of determining the two-thirds
21 majority required by Article IX.

22 The second proposal also imposes specific

1 requirements concerning the public announcement of any of
2 the transactions identified.

3 The governance committee considered the
4 proposals and decided to solicit advice from Pacifica's
5 FCC legal counsel. FCC counsel found ambiguities in both
6 proposals, including but not limited to that in proposal 1
7 there is no definition of what is meant by, quote, consist
8 of, closed quote. It does not say so explicitly. But it
9 apparently contemplates that Pacifica will actively
10 operate, as well as passively own the assets related to
11 its stations. It implies no station license could be
12 assigned without first amending the bylaws. But that is
13 an inference, not an explicit requirement.

14 In proposal 2 it is not clear how a sale,
15 transfer or assignment differ from each other or whether
16 these terms are intended to encompass any change in the
17 regulatory status of a Pacifica license. For example,
18 under FCC rules, a transfer of control occurs when more
19 than a majority of the members of the Board change over
20 time.

21 Read literally, the second proposal could
22 prevent Pacifica from conducting Board elections that

1 would result in such a transfer. It is also unclear
2 whether assignments extend beyond voluntary assignments,
3 such as the assignment of a license to a third party and
4 include involuntary assignments in circumstances such as
5 bankruptcy.

6 In addition, proposal 2's function of the public
7 announcements could conflict with Pacifica's right to
8 conduct closed meetings with respect to proprietary
9 matters and appears to be more restrictive than Section
10 396 of the Communication Act which permits the Board to
11 meet in closed session on proprietary matters and disclose
12 a subject of a closed session of a board meeting after a
13 meeting occurs.

14 FCC counsel submitted a proposed bylaw amendment
15 to address these concerns and still comply with the
16 Board's resolution. The governance committee reconsidered
17 all three bylaw amendments and voted to recommend to the
18 full Board the adoption of the noticed amendment.

19 The amendment is to Article I of the bylaws.
20 The current language in the bylaw of Article I says, name.
21 The name of this corporation shall be Pacifica Foundation.
22 And it shall be referred to in these bylaws as, quote, the

1 Foundation, closed quote. That amendment was made on
2 September 31, 1961.

3 The proposed bylaw amendment would read as
4 follows: Article I, Section 1, name. The name of this
5 corporation shall be Pacifica Foundation. And it shall be
6 referred to in these -- I apologize. The bylaw amendment
7 would read: Section 1, name. The name of this
8 corporation shall be Pacifica Foundation. And it shall be
9 referred to in these bylaws as the Foundation.

10 Section 2, identity. The core assets of the
11 Foundation shall consist of the licenses issued by the
12 Federal Communications commission for the following five
13 radio broadcast stations: KPFA, Berkeley, California;
14 KPFX, Los Angeles, California; KPFT, Houston, Texas; WBAI,
15 New York, New York; and WPFW, Washington, DC. None of
16 these five licenses may be voluntarily assigned absent an
17 amendment to this provision of the bylaws.

18 DR. BERRY: Could I get, I guess, a motion to
19 approve?

20 It's already made? Okay.

21 So we're ready to vote absent discussion.

22 Mr. Moran.

1 MR. MORAN: I want to oppose this bylaw
2 amendment for the two following reasons:

3 Number one, the bylaws as submitted to us misses
4 the protection of the station itself, which if you look at
5 the language that you read of the resolution that the
6 Board itself had voted on in October of 1999, the Board
7 voted to protect the license or the station, and now we're
8 not protecting the stations.

9 The Board also used the language in 1999 that it
10 would not take action to encumber either the license or
11 the station, most likely the station in this case. And
12 that language is missing. It's also factually missing a
13 license of KPFB in Berkeley, which is another license that
14 we have.

15 I also object to the bylaw amendment under the
16 premise that I submitted a bylaw amendment under the duly
17 stated procedures to the Board, not once in February, but
18 twice. And procedurally that was failed to be sent out in
19 the packets to the Board members twice. So I believe that
20 my amendment protects the assets of the Foundation in the
21 way that we want it to protect them. And I was not
22 consulted and I'm not convinced that this one actually

1 carries out that protection other than as a show for the
2 community while really affording no real protection. The
3 minority vote of the quorum here, which would be six
4 persons attending could sit down. And then by two-thirds
5 of that which is four votes theoretically make an
6 amendment to the bylaws. So I think it is just a cosmetic
7 motion and I'm going to oppose it.

8 DR. BERRY: Any other comments?

9 MR. LYONS: I support the comments of my fellow
10 board person, Mr. Moran.

11 In addition, I understand the sentiment
12 originated in the October 1999 Board resolution. I
13 obviously support the no sale. What I'm looking for is a
14 stronger, strongest possible no sale amendment.

15 I relate that back for a different reason to the
16 motion, to the original mission statement. I do not
17 believe that we as a Board of Pacifica Foundation in the
18 first instance have a right to sell, assign voluntarily,
19 involuntarily sell or assign, transfer the licenses of the
20 supporter -- of the listener supported stations with which
21 we have been entrusted.

22 So that I certainly feel that we are not in a

1 position to even discuss an amendment dealing with what
2 would be the conditions for sale or transfer, whatever the
3 language you want to use, in this situation. And
4 therefore I'm against it and will not comment on what it's
5 missing or how to make it better, because I think in
6 principle it violates our mission statement.

7 MS. CAGAN: Well, just in the interest of time I
8 won't repeat. I just want to say that I totally agree
9 with both Beth's and Tomas' comments.

10 DR. BERRY: Mr. Robinson.

11 MR. ROBINSON: I just want to say that I think
12 it's a mistake to include any language in the bylaws about
13 the sale of the stations or the frequencies or the
14 licenses. Because I think it's going to be interpreted as
15 contemplating the same of the frequencies or the licenses
16 and I think that's a big mistake.

17 DR. BERRY: Let me explain that I am going to
18 abstain in the vote on this motion. And let me explain
19 why. And encourage others to do so who are not voting
20 against it.

21 I predicted at the time that this came to be
22 discussed that those who were going about banding about

1 the notion that this Board or some members of it wanted to
2 sell the stations, and I was personally attacked as
3 wanting to sell it to some Black people in the south, I
4 guess because I'm Black, that no matter what we did people
5 would still go out using that as part of their political
6 campaigns because they didn't care what we did. And we
7 passed a resolution explicitly stating that there was no
8 intention to sell and we would never sell the stations.

9 That wasn't enough. They wanted a bylaw change.
10 Then we get a bylaw change, and I remember telling you
11 this, Mr. Millspaugh, my dear beloved colleague, that
12 whatever we did would not be seen as acting in good faith
13 because campaign means to engage in political action. It
14 doesn't have anything to do with the reality of what the
15 Board is doing.

16 Therefore, it is stupid for us to pass a
17 resolution adding something to the bylaws when those who
18 said they wanted an amendment are saying that they are
19 adamant that it must have precisely the language they
20 suggest no matter what our legal counsel tells us, and
21 that even if we pass it all we will do is be subject to
22 further calumny and heaping of insults on us as trying to

1 fool people by making them think this. So why should we
2 bother to pass something that those who ask us to pass are
3 simply going to be taken as further indications of how
4 malign we are in our intentions.

5 Therefore, I intend to abstain on this with the
6 explanation that I have never been in favor of selling any
7 station. I'm not in favor of it. Would never be in favor
8 of it. And I know that's not enough, because no matter
9 what we say, we're simply lying. We have some nefarious
10 scheme. So I urge you colleagues why engage in an action
11 that will only subject you to further insult and
12 misinterpretation. And you're going to be insulted anyway
13 no matter what.

14 So let's just simply abstain. If they don't
15 want it and they were the ones who asked for it, then why
16 the hell should we pass it?

17 Does anybody else have any comments?

18 All right. I call for the question on the bylaw
19 change. And I'm going to call names. And I'm only
20 calling them.

21 Berry. I abstain.

22 Mr. Ford.

1 MR. FORD: I'm going to abstain because I have
2 problems with it. And until I get a chance to voice my
3 concern with it I'm just going to abstain.

4 DR. BERRY: Mr. Palmer.

5 MR. PALMER: I'm going to abstain also.

6 DR. BERRY: Ms. Lyons.

7 MR. LYONS: I am voting against the amendment
8 that's on the table -- period.

9 DR. BERRY: No, you're voting no?

10 MR. LYONS: I'm voting against the amendment on
11 the table, correct.

12 DR. BERRY: The motion is to approve. Are you
13 voting in favor of approving it or against approving it?

14 MR. LYONS: I'm against approving it.

15 DR. BERRY: So you're voting no?

16 MR. LYONS: I'm voting no.

17 DR..BERRY: Ms. Chambers.

18 MS. CHAMBERS: Abstention without comment.

19 DR. BERRY: Miss Cagan.

20 MS. CAGAN: No.

21 DR. BERRY: Ms. VanPutten.

22 MS VanPUTTEN: Abstention.

1 DR. BERRY: Mr. Robinson.

2 MR. ROBINSON: Nay.

3 DR. BERRY: Mr. Moran.

4 MR. MORAN: No.

5 DR. BERRY: Mr. Millspaugh.

6 MR. MILLSPAUGH: I abstain.

7 DR. BERRY: Mr. Murdock.

8 MR. MURDOCK: I'm going to be in opposition. If
9 this is what folks asked for, I'm going to vote for it.

10 Give it to them. That's what they wanted.

11 DR. BERRY: The motion fails on the bylaw
12 change. And the policy of Pacifica is as it was before
13 the motion was presented, which is that we have a
14 resolution that the Board has passed that it's not
15 interested in selling any stations -- period. And that's
16 the policy as it stands.

17 If there is nothing else, we go to the public
18 comment period if I haven't forgotten anything. Have I
19 forgotten anything?

20 During the public comment period the speaker
21 will state their name and have two minutes to speak. I'm
22 going to ask -- who can I ask to time this?

1 Phyllis, could you time these for us, please?

2 We would appreciate it.

3 You have two minutes to speak. And with that,
4 the first speaker is -- I have a list somewhere. Don't
5 tell me I lost it. We'll be here all day because I've
6 lost the list and I don't know what I did with it. Did I
7 get a list? I have a list? Here it is right here.

8 The first speaker is Andrew Norris from WBAI
9 LAB.

10 MR. NORRIS: Good morning. I have less than two
11 minutes to speak. I don't have much to say. I just came
12 down here to see this and I'm glad I did come. I don't
13 represent the LAB, although I am a member. I'm speaking
14 individually. Unfortunately, other members could not make
15 it. I can't see any other members here.

16 I'd just say I am an LAB member. I'm very
17 interested in the welfare of BAI. I'm very glad to hear
18 there is no intent to sell and that should be reiterated.
19 And I wish we could get it out to the listeners. It's not
20 a question of this room discussing. We should make sure
21 the entire audience understands this. Because there is,
22 call it what you want, paranoia, et cetera. People will

1 read things the wrong way for better or worse. And please
2 do not disparage them for doing this. It's from lack of
3 information.

4 The one thing I wanted to ask, I wanted to ask a
5 question of the Board because I've missed the last two
6 meetings. Unfortunately, this is not in New York. And I
7 would invite you to come to New York. And I think the LAB
8 would second that. Two years ago and three years ago
9 there was plenty of discussion and preliminary work done
10 by this body here in preparation for the 50th anniversary.

11 And in 1997 Mr. Acosta said that the new at
12 large members who were specifically being brought on for
13 the purpose -- well, their main intent was to raise money
14 as part of the 50th anniversary campaign.

15 In 1998 Mr. Palmer was chair, I believe, of the
16 anniversary committee. And there was discussion of
17 raising fabulous amounts of money. And unfortunately as
18 far as I know, that has not occurred. Numbers in the 20
19 million were raised.

20 It's my opinion that a great opportunity was
21 lost. And it's in large part due to the fact that this
22 Board was a liability to Pacifica during the anniversary

1 year. And I'm just sorry you did not use the pulpit that
2 you have. And I wish you would generate that and use the
3 goodwill that this body can have to generate more money.
4 And I finish with a question, how much did you raise as a
5 body?

6 DR. BERRY: Thank you, Mr. Norris. We
7 appreciate that.

8 Mr. Addelson.

9 MR. ADDELSON: Hi. My name is Dave Addelson.
10 I'm from the KPFK local advisory board. I'd like to echo
11 some of the sentiments of Mary Alice Williams. Our
12 manager, Mark Schubb, has not attended any local advisory
13 board meeting in the last year despite being notified of
14 all of them. I'm wondering whether he's been told he need
15 not attend. Also, no representative from the station has
16 come.

17 If he has not been told that, can he be told to
18 attend? If there's some reason for not having anybody
19 attend, we'd like also to be told that, if that's
20 possible.

21 We've also been told by staff in a meeting with
22 staff that materials that we would like to use to do the

1 assessment of service that's required by FCC law will not
2 be given to us because, quote, they don't trust us. I
3 understand that, but I'd like to know again. I'm speaking
4 specifically of a log book that tells who the guests are
5 on the shows. That's something we'd like to see in order
6 to evaluate service to the communities.

7 I recommend everybody take a look at the movie
8 Network. It's a fabulous academy award winning film.
9 It's about the corporate packaging of social dissent and
10 what happens when that dissent crosses the line to
11 conflict with the political or economic interests of those
12 who control the network. It's fascinating. Very funny.
13 Peter Finch, I love his line, they'll sell you any bleep
14 you want to hear.

15 Time spent listening is the metric that's
16 currently being promoted as the critical one. Because it
17 correlates, according to Mr. Yasco yesterday, and I've
18 heard this many times, to the amount of money that people
19 give. But the problem is if there is certain content that
20 reliably jars or causes somebody even to think and change
21 channels or turn off the radio, that kind of content is
22 going to be militated against. And that's one of the

1 things I think people are very concerned against.

2 My niece just entered as a freshman into
3 Spellman this year. We're very proud of her. She never
4 said it's a wonderful university because it's got 10,000
5 students. Audience size and the value of her education
6 were not correlated in that case.

7 Finally, I saw a very disturbing thing in the
3 hallway yesterday, which was the boss of one of your
9 employees, Mr. Yasco, behaving in a very hostile manner
10 towards Aimee Goodman.

11 DR. BERRY: You should not defame or degrade
12 people in a public meeting. And making individual
13 comments -- I'm not speaking just to you, Mr. Eddelson
14 but individual comments about people which may defamatory
15 or degrading should not be made in this meeting. It makes
16 Pacifica liable for the defamatory and degrading comments
17 that are made. So please do not personalize defaming and
18 degrading comments about individuals.

19 Mr. Neil McLean, please.

20 THE WITNESS: I'm Neil McLean. Thank you, Miss
21 Berry. I'm here representing the unitarian universalists,
22 and also at this point the grass roots radio conference.

1 Just two groups that I know you're very concerned with the
2 movements that you're relating to. And I just wanted to
3 give some information because I feel that there's an
4 unfortunate lack of information in some of the decisions I
5 saw being made yesterday.

6 So someone from the grass roots radio
7 conference, Cathy Maylew, has written this letter and
8 asked me to read it. And I want to just put a brief
9 context around it. Which is yesterday there was quite a
10 bit of discussion about the KU system and the amount of
11 money being raised from the affiliates and the number of
12 stations that are affiliates.

13 And my sense was that the information that you
14 were getting was not good enough about what their concerns
15 are and how many of them there are. And I felt that that
16 was because you have lost so many of your staff people
17 that were capable of and in touch with and knowing of the
18 different individuals involved. So there seems to be a
19 lack of institutional memory which is really challenging
20 about how to perceive, really.

21 The context of the KU system was that the
22 affiliates were invited to join in a matter of solidarity.

1 And it was not a matter that they were getting a service,
2 so much as that they were helping you. And so now that
3 context has been reversed and they're being sort of
4 portrayed as deadbeat fathers or something like this about
5 not paying their debts when, in fact, they're concerned
6 about what's going on and deserve to have some
7 relationship to you that is responsive. Thank you.

8 DR. BERRY: Thank you very much.

9 Louis Wolf, please.

10 MR. WOLF: Hi. I'm Louis Wolf. I'm here
11 representing myself, but I'm one of the editors and
12 founders of Covert Action Quarterly.

13 My concerns are -- well, there are many, but I
14 have two minutes -- number one, I noted with interest at
15 the very last vote on your agenda Ms. Berry put up the
16 vote and asked everyone to raise their hands or to speak
17 yea or nay. Yet during the rest of the meeting all of the
18 votes were taken a voice vote and she ruled basically, I
19 guess, by volume.

20 And it seems to me if this is going to be a
21 democratic procedure, it really should be democratic and
22 that everybody should go on record when they vote. I

1 mean, many of these votes determine the future of
2 Pacifica. So that's just a recommendation.

3 Secondly, Pacifica operates in an environment,
4 in a media environment. And what is that environment?
5 That environment is being threatened today. I can just
6 point to the fact that CNN and National Public Radio
7 presently enjoy internships both ways. That is, on both
8 sides with the fourth special operations group of the
9 Army.

10 Now, what does that mean? That means that both
11 NPR and CNN have bought into -- I'm sorry, I said special
12 operations -- psychological operations, SYOPS. For those
13 who have been in the military they will know the meaning
14 of SYOPS.

15 And I think Pacifica should be aware of the fact
16 that although it would not buy into that, I am sure, I
17 certainly hope, that that's what's going on out there.
18 And we have to preserve Pacifica and the importance of the
19 principles for which it stands.

20 DR. BERRY: Thank you.

21 Ms. Heffley from New York.

22 MS. HEFFLEY: Hello. I'm Patty Heffley, a

1 listener and financial supporter and a litigant in the
2 suit to remove the Pacifica board.

3 Let's see. We have Michael Palmer in real
4 estate noted yesterday, not in radio, already on record by
5 E-mail last year discussing the possible sale of some of
6 the network.

7 You have John Murdock whose firm has been
8 retained, a union busting law firm and proud of it if you
9 look at their web site. John Murdock is a very new member
10 heading the governance committee put in charge of
11 completely rewriting the bylaws at this critical moment.

12 Then you have Bertram Lee who buys and sells
13 radio stations.

14 Then you have the attempt to place on the Board
15 Francesco Ricolo, a Citibank vice-president for
16 international, European, Middle Eastern and African private
17 banking, the sort of person that is well versed in mergers
18 and acquisitions. Citibank connected to some of the worst
19 human rights violations-around the world. It is unethical
20 to have such a person, to even consider such a person to
21 be involved in any aspect of controlling this priceless
22 network of community radio stations.

1 Where do you find these people? Due to the
2 actions of Bessie Wash, Mary Frances Berry and others on
3 the Board who do not support a democratic process being
4 restored and packing the Board with members who do not
5 care about the mission of Pacifica gives me the feeling
6 that there may be a conspiracy to steal this community
7 network and to defraud the listeners of fifty years of
8 efforts to remain a free speech network capable of
9 speaking truth to power.

10 As a litigant in the suit to remove the Pacifica
11 Board it gives me pleasure to note earlier today you were
12 given formal notice giving standing to sue, the listeners
13 standing to sue. If malfeasance is found, the Board will
14 be held personally liable and will be facing personal
15 civil charges in the State of California.

16 One last thing. Democracy Now is Aimee Goodman.
17 There is no substitute like there was no substitute for
18 Verna Avery Brown even though Pacifica was a soundalike of
19 Jane Marie Hall.

20 DR. BERRY: Mr. Bremmer.

21 MR. BREMMER: Hi. Bill Bremmer. I live in
22 Alexandria, Virginia. I've been a supporter of WPFW for

1 over ten years, maybe fifteen by now.

2 Also, I'm a supporter of KPFA. And the reason
3 being I'm a supporter of that station is because I'm a big
4 listener to web radio. There's been a lot of technical
5 problems with the WBAI, WPFW and KPFA web streaming. It
6 needs to be beefed up if we are going to get into the
7 modern age. This is something that needs to be done. I
8 know a lot about this. I work for National Public Radio
9 with System Technical Center.

10 It seems to me that you need to beef this up.
11 You need to beef up the web sites. A good station to
12 check out is WFMU in Jersey City. See what they're doing.
13 It's not a flashy web site, but it's got a lot more to
14 offer than any of the Pacifica web sites.

15 I also would like to commend the efforts of the
16 Pacifica National News and Democracy Now in being involved
17 with Web Active for Real Networks in Seattle and the
18 streaming they do there. That's another avenue to get out
19 to the listener.

20 I'm very sorry to hear that the technical
21 committee did not offer a report or did not, you know,
22 come forward to let us know what it is doing on these

1 areas as well as the Serious and XM radio.

2 I believe that Pacifica has a unique chance here
3 if it can get on to one of these satellite streams of
4 offering the kind of audience, getting the kind of
5 audience that it can build by aggregating from all over
6 the country onto one channel. That's what we need to do.
7 That's what we need to do with streaming. And I just feel
8 that not enough effort has been put into the technical
9 realm.

10 One more thing. I don't know why you went with
11 KU satellite transmission. It wipes out in the rain, as
12 people who have those little dishes on their house know.
13 It's not reliable. And as for Public Radio where I work,
14 we only consider it for remotes. We do not consider it
15 for daily broadcast. It's not reliable.

16 Thank you for listening.

17 DR. BERRY: Okay. Frank Wagner.

18 MR. WAGNER: Hi. My name is Frank Wagner. I'm
19 a Washington, DC resident and a new member of the local
20 LAB. This is my third board meeting. And I just can't
21 believe at how more undemocratic this Board gets with
22 every passing minute. It's worse every time I come here.

1 It's beyond belief, really, for anything that's supposed
2 to be a democratic organization like Pacifica. It's
3 completely against the whole mission of Pacifica.

4 And just to what Patty just said, ditto, ditto,
5 ditto to just about everything she said.

6 And, also, why would Pacifica hire a PR firm who
7 is in charge of helping CIA agents get back into the work
8 force? Why would they hire a guy from Citibank, which is
9 one of the biggest monopolies, like Patty was saying.

10 And, you know, just outrageous stuff.

11 And, also, about Michael Palmer's E-mail which
12 you all so vehemently deny now, what it in the E-mail
13 stated, I thought we were all in agreement with this. And
14 it was to you, Mary Berry. And you know, and we all know
15 now, that it was indeed your intention to sell some
16 stations.

17 DR. BERRY: Bullshit.

18 MR. WAGNER: And now you're lying out your
19 teeth.

20 DR. BERRY: Bullshit. And don't call me a liar.

21 MR. WAGNER: And Bessie Wash, I've been here,
22 I've talked to her.

1 DR. BERRY: You are out of order.

2 MR. WAGNER: She lies right through her teeth as
3 well, just like you.

4 DR. BERRY: You are out of order.

5 MR. WAGNER: You are out of order. This is
6 public comment. Let me speak.

7 DR. BERRY: Is there a security person in this
8 room?

9 MR. WAGNER: You are out of order, Mary Berry.
10 You have been out of order since you took this Board over
11 in your fascist, outrageous, unbelievable behavior. You
12 are the one who is out of order.

13 DR. BERRY: Get this man out of the room.

14 MR. WAGNER: This whole Board is out of order
15 except for Beth, Leslie, Rob and Tomas.

16 DR. BERRY: We cannot proceed.

17 MR. WAGNER: You are out of order and you will
18 be removed.

19 DR. BERRY: I move for adjournment.

20 MR. EDWARDS: No, no, no, no, no. You cannot
21 adjourn like this. Because let me tell you something --

22 MR. MILLSPAUGH: We can adjourn any way we want

1 to.

2 MR. EDWARDS: No, you cannot adjourn like this.
3 Because the only people that's winning out of this issue
4 with Pacifica is the lawyers. And the people who believe
5 in freedom of speech are losing because of your
6 foolishness.

7 MS. CAGAN: This is public comment.

8 MR. EDWARDS: It was supposed to be public
9 comment. I had something decent to say.

10 (Discussion held off the record.)

11 MS. HUMANSKI: Hello. My name is Sari Humanski.

12 And I have been a listener to Pacifica radio since the
13 '70s in New York. I moved out to California and I am a
14 member and a listener to Pacifica radio in Los Angeles. I
15 had an opportunity to live up in New York for the last
16 year because my mother was ill and died in February so I
17 listened to New York Pacifica. And now I'm down in DC in
18 Arlington and I've been listening to DC Pacifica.

19 I am an ardent supporter of Pacifica radio. I
20 have seen and heard different radio programming in those
21 different areas. I also had an opportunity to hear San
22 Francisco programming. And there's no doubt in my mind

1 that this radio station could be in danger or possibly is
2 in danger.

3 And anyone that lives in this country that
4 listens to radio in general or the media in general knows
5 the lack of pertinent information that is necessary for
6 the public to hear so that they understand what the
7 political situation is and so that they can make
8 reasonable and rational decisions based on the information
9 presented.

10 In my estimation, Pacifica is the only outlet,
11 one of the few outlets, or I'll say a few outlets that is
12 available over the radio station where you can actually
13 hear realistic factual information. So I continue to
14 support it.

15 But another thing, I am here because I am
16 concerned. And I agree with you, it should always be
17 handled civilly. But you have to also understand that
18 we're talking about something that is very dear. Pacifica
19 is very dear to me. Truth is very dear to me. And we
20 don't get enough truth. And right now Pacifica is the
21 only thing that is available.

22 MR. FORD: All right. I'm not sure as to the

1 order. But I know that Bill Ray said he had a statement.

2 Did you finish your statement, Billy Ray?

3 MR. RAY: My name is Billy Ray Edwards. And I'm
4 a committed volunteer programmer producer from '77 to 1990
5 and just recently elected to the advisory local, the
6 advisory board here in Washington, DC.

7 And what I wanted to say is that I'm really
8 ashamed, I am ashamed of people who fail to understand
9 that it has to have some kind of medium ground between the
10 activist Community and the Pacifica Board in order to deal
11 with the issue of freedom of speech here in America.

12 Because at the rate you're going now, the total
13 destruction of the Pacifica Foundation is at hand because
14 of the lawsuits and all the other things that is going on
15 and the disrespect that is going on, on both sides that
16 is. I'll put it that way.

17 Now, I don't need to tell anyone in this room
18 that has heard me speak before at these meetings that the
19 main issue is responsibility to the individual who is
20 signed on the log to program or produce a radio program
21 across the airways. It should be the responsibility of
22 that individual to the government. You know that.

1 But you sit on that issue. You will not address
2 that issue at none of your meetings. I don't know what
3 kind of hidden agendas exist between the activist
4 community or the Pacifica Foundation on this issue. But
5 this issue needs to come forth so that the American people
6 can get behind you in this election year and address that
7 issue of freedom of speech. Because until you deal with
8 that issue everything else in here is moot.

9 MR. FORD: Thank you. We're going to take about
10 three more because we I've got to get out of the room.
11 We'll take about two to three more speakers and then we're
12 going to have to vacate.

13 MS. SPOONER: Hello. My name is Carol Spooner.
14 I am from Santa Rosa, California. I've been a
15 listener-sponsor for the past nearly forty years at KPFA.

16 I'd like to begin my statement by saying that
17 the chair of this Board opened the public comment by
18 making insulting and defamatory remarks about the public.

19 I want to tell you, I've just served you all
20 this morning with a lawsuit. And the purpose of the
21 action is to restore Pacifica to conformity with its
22 purposes as set forth in its articles of incorporation, to

1 remove directors for breach of charitable trust and gross
2 abuse of authority and discretion, as well as directors
3 who have been unlawfully elected under unlawful bylaws and
4 to bring about a democratic governance structure to
5 Pacifica in conformity with the requirements of law and
6 appropriate to the nature, size and operations of
7 Pacifica.

8 We seek to safeguard Pacifica from ever again
9 being subverted from within by a small conspiratorial
10 cabal and divest the listener sponsors with voting rights
11 and legal membership status in the Pacifica Foundation.
12 We believe the listener sponsors who have cherished, built
13 and supported Pacifica for more than fifty years are the
14 best suited persons to ensuring the faithfulness of
15 Pacifica to its founding purposes as it enters its second
16 half century in the new digital broadcasting age.

17 Thank you.

18 MR. FORD: To summarize, just two more speakers.
19 That's all we have time for.

20 MS. CAGAN: I'm sorry, if we have until 12:30,
21 which I don't believe we don't have until 12:30 --

22 MR. FORD: We don't. That's my point.

1 MS. CAGAN. Who said?

2 MR. FORD: That's what I'm told. Until they
3 throw us out, they throw us out.

4 MS. CAGAN: Okay. Well, until they throw us
5 out, let's keep going.

6 MR. FORD: Okay. Let's go.

7 AUDIENCE: There's an hour scheduled for public
8 comment.

9 I think that it's, as I understand it, it's the
10 end of Mary Frances Berry's term, and I hope that people
11 can take a fresh look at things given that circumstance.

12 I have a statement to read from the WPFW local
13 advisory board which I'm a member of, which I'll read in a
14 moment which represents abuse of other people who are not
15 here.

16 As a member of the house local advisory board, I
17 would ask that future board meetings in DC and perhaps
18 other areas be in the city itself. It's easier for
19 members of the public to come to hear public comment.
20 This should be an integral part of what happens at a LAB
21 meeting.

22 Today is Adams Morgan Day. Especially people

1 from out of town, I would like you to go there. This is
2 the area that WPFW is in. It gives you a flavor of the
3 city and its cultural diversity. It's in Adams Morgan on
4 18th Street this afternoon.

5 The statement of the WPFW local advisory board
6 to the Pacifica national board September 17.

7 The WPFW local advisory board for several years
8 has worked to make WPFW and Pacifica strong and vibrant
9 pillars of the community, but our efforts have been met
10 with fear, intolerance and resistance from staffs of
11 Pacifica and WPFW who should be working for us to inform
12 the mission of WPFW and Pacifica.

13 Our only desire is to be helpful. But it's far
14 from clear that WPFW wants us to be helpful or that the
15 Pacifica Board has defined what it means for the LABs to
16 be helpful. Over the years the missions of the LABs has
17 been arbitrarily manipulated to serve as the --

18 I'm sorry, I think I should be granted time to
19 read the statement.

20 I will get this to everybody here.

21 We invite members seated here today of the Board
22 to come to our LAB meetings, which are the second

1 Wednesday of every month, as well as public assessment,
2 which we plan to do in spite of the local station
3 management attempting to prevent us from fulfilling our
4 federally obligated obligations of doing community
5 assessment.

6 I would also like to ask very briefly, what are
7 the plans for filling the executive director position and
8 any position openings that might be at WPFW?

9 Thank you.

10 MS. EARTH: My name is Valerie Earth. I'm from
11 the Rain Forest Action Network. This was already
12 mentioned today a couple of times that Francesco Riccolo,
13 the vice-president of Citibank, might be nominated for the
14 Board. I'm just going to say some specifics so you all
15 understand why it's really important not to have him on
16 this Board.

17 Citibank as a subsidiary of Citigroup is the
18 most socially irresponsible and environmentally
19 destructive bank in the world. For example, Citibank
20 helps the World Bank by funding the Chad Cameron oil
21 Pipeline, which is cutting through a rainforest in Africa,
22 the Three Gorges Dam in China, which might displace two

1 million people. It's helping the Maxim Corporation by
2 logging redwoods in California. It funds private prisons.
3 The list goes on and on.

4 So I'm shocked that Pacifica, as a progressive
5 network fighting against corporate globalization and
6 fighting for the voice of the people, would even think of
7 nominating the vice-president of Citibank. From redwoods
8 to red lining, Citibank is funding environmental and
9 social destruction locally and globally.

10 And if this Board must exist, then I urge you to
11 take these facts into consideration when deciding on
12 nominations for the Pacifica Board.

13 Thank you.

14 MR. FORD: The last speaker.

15 AUDIENCE: Thank you. I was very disappointed
16 that the Board didn't give unqualified support to Aimee
17 Goodman, who I think represents the spirit, the real
18 spirit of Pacifica. And her work should be supported
19 financially as well. And any way that the Board can help
20 her to continue doing the fine work she's doing should
21 be the Board should continue to do this -- should do
22 this. And I admire her work so much that I record all of

1 her programs and I distribute my tapes to others who
2 aren't able to listen.

3 That's all I have to say right now.

4 MR. FORD: I thank everyone for coming and I'm
5 quite sure we'll see you all in Houston.

6 (The meeting concluded at 12:30 P.M.)

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1 CERTIFICATE OF NOTARY PUBLIC
2 I, ELAINE A. MERCHANT, RPR, and a Notary Public
3 in and for the Commonwealth of Virginia, before whom the
4 foregoing deposition was taken, do hereby certify that the
5 witness whose testimony appears in the foregoing
6 deposition was duly sworn by me; that the testimony of
7 said witness was taken by me in shorthand at the time and
8 place mentioned in the caption hereof and thereafter
9 transcribed by me; that said deposition is a true record
10 of the testimony given by said witness; that I am neither
11 counsel for, related to, nor employed by any of the
12 parties to the action in which this deposition was taken;
13 and further, that I am not a relative or employee of any
14 counsel or attorney employed by the parties hereto, nor
15 financially or otherwise interested in the outcome of this
16 action.

17


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ELAINE A. MERCHANT, RPR
Notary Public in and for
the Commonwealth of Virginia

My commission expires:
July 31, 2003