

---

## **NOTICE OF MEETING**

---

### **PACIFICA BOARD OF DIRECTORS**

Notice is hereby given of a meeting of the Governing Board of Directors of the Pacifica Foundation in Berkeley, CA. The meeting will take place on Sunday, February 28, 1999 from 8:30AM-12NOON, at the Bancroft Hotel, 2680 Bancroft Way, for the purpose of transacting matters related to the agenda and any other matters which may come before the Directors of the Corporation.

*Dr. Mary Frances Berry*  
Chair – Pacifica Board of Directors  
Pacifica Foundation

---

Schedule and Agenda – subject to change – 2/4/99

#### **Saturday, February 27, 1999**

7:00AM – 9:00AM	Technical Committee
9:00AM – 11:00AM	Program Policy Committee
11:10AM – 12:10PM	50 <sup>th</sup> Anniversary Committee
1:30PM – 3:30PM	Finance Committee (in executive session from 1:30PM - 2:30PM, open from 2:30PM –3:30PM)
3:40PM – 4:30PM	Process Review Subcommittee of the Board Governance and Structure Committee
4:40PM – 6:30PM	Board Governance and Structure Committee

#### **Sunday, February 28, 1999**

8:30AM – 9:30AM	Auditor's report (in executive session)
9:30AM	Seating of members, minutes, scheduling of the next meeting
9:45AM	Committee Reports
	Executive
	Finance
	50 <sup>th</sup> Anniversary
	Program Standards & Practices
	Board Governance and Structure
	Technical
11:00AM	Public Comment
12Noon	Meeting adjourned

---

Accommodations and meeting site:

Bancroft Hotel  
2680 Bancroft Way  
Berkeley, CA 94704  
Tel: 510-549-1000  
Fax: 510-549-1070

**EXHIBIT N**

## NOTICE OF BY-LAW CHANGE

### ARTICLE THREE

**SECTION 2: Nomination of Directors:** Candidates for Directors may be nominated by the Foundation's Board Governance and Structure Committee.

*Original Language (amended 9/28/97)*

### ARTICLE THREE

**SECTION 2: Nomination of Directors:** Candidates for Directors may be nominated by: 1. Receiving a majority vote of a local advisory board; of two nominees from the local advisory board, at least one must be a person of color; 2. The Foundation's Board Development Committee.

### BACKGROUND

On 9/14/98 former Foundation Director Pat Scott received a letter from Robert T. Coonrod, President and Chief Executive Officer for the Corporation For Public Broadcasting (CPB), stating that the *Communications Act and Certification Requirements for CPB Station Grant Recipients* provide that the Community Advisory Board shall "in no case have any authority to exercise any control over the daily management or operation of the station."

In addition, CPB's Guidelines say, "The law segregates the management and operational functions of the governing board from the advisory board's functions to assure a clear demarcation between the governing board and the advisory board."

Mr. Coonrod further stated that "if it is true that a majority of members making up Pacifica's Governing Board are also members of the Pacifica station Community Advisory Boards, that makes it impossible for the two to remain distinct and independent. As you may be aware, compliance with this portion of the law gives little wiggle room to CPB in its interpretation. Failure to comply risks future CPB funding for any station."

Foundation Executive Director Lynn Chadwick requested an opinion from Foundation attorney John Crigler who stated in a 10/12/98 letter "The key distinction, and the one emphasized in Mr. Coonrod's letter, is that the Community Advisory Board must be 'solely advisory in nature.' To the extent that Pacifica permits individuals to serve on both a Community Advisory Board and the Pacifica Governing Board, Pacifica blurs this critical distinction and ignores CPB's guideline that there be 'clear demarcation' between the two types of boards."

Also, "To avoid the risk of losing CPB funding, Pacifica would be wise to structure its Community Advisory Boards in a way that clearly distinguish the purpose and composition of such Boards from the purpose and composition of Pacifica's Governing Board."

The Board Governance and Structure Committee met several times and decided to recommend to the full Board the following:

1. Change the By-Laws to preclude LAB representatives from serving as directors on the Governing Board.
2. Have existing LAB representatives either resign from their LABs or resign from the Governing Board.
3. Re-elect as at-large members those LAB representatives who elected to resign from their LABs and wish to remain on the Governing Board.

The above procedures would (1) allow for an immediate solution with the smoothest transition, (2) preserve the institutional memory of the LAB representatives, and (3) give LABs an opportunity to gradually adjust to the new requirement. LABs would still have input to the Governing Board through the Council of Chairs, and through the right to nominate at-large directors to the Governing Board through the Board Governance and Structure Committee.

# MINUTES

## PACIFICA FOUNDATION NATIONAL BOARD MEETING

February 28, 1999 9:30AM PT Berkeley, CA

**Attending:** Mary Frances Berry-Chair, Roberta Brooks-Secretary, June Makela-Treasurer, Pete Bramson, Andrea Cisco, Robert Farrell, Ken Ford, Rabbi Aaron Kriegel, William Lucy, Frank Millspaugh, Micheal Palmer, Rob Robinson, and Jewell Taylor-Gibbs

**Absent:** David Acosta-Vice Chair      **Staff:** Lynn Chadwick-Executive Director

### Subject

MEMBER SEATING AND APPROVAL OF THE MINUTES FROM THE OCTOBER 4, 1998 NATIONAL BOARD MEETING

### Motion

To seat members and approve the minutes from the last meeting.

Moved - Mary Frances Berry

Second - Frank Millspaugh and Micheal Palmer

M/S/P Unanimous

### Subject

NEXT MEETING

### Discussion

The next Pacifica National meeting will take place June 27, 1999 in Washington, D.C. Tentative dates for the Fall 1999 are October 2 & 3, 1999 in Los Angeles, CA. Board members will check their schedules for both meeting dates and notify Vanessa Ransom of their availability.

### Motion

To accept the dates for the next meeting.

Moved - Mary Frances Berry

Second - voice

M/S/P Unanimous

### Subject

NEW MEMBER SEATING

### Discussion

To seat new members, Robert Farrell and Rabbi Aaron Kriegel from Los Angeles and Dr. Jewelle Taylor-Gibbs from Berkeley.

### Motion

To seat the new members.

Moved - Micheal Palmer

Second - June Makela

M/S/P Unanimous

## Subject

EXECUTIVE COMMITTEE REPORT – Dr. Mary Frances Berry

## Discussion

Board officer and Executive Committee elections will take place at the June 1999 meeting. All board members who wish to be considered or would like to make nominations for the election to the offices of treasurer, secretary or to the Executive Committee please inform David Acosta- Chair of the Board Governance and Structure Committee with in the next 60 days.

On-going personnel and by-laws discussions are on going with the Executive Director.

## Subject

BOARD GOVERNANCE AND STRUCTURE COMMITTEE – Dr. Mary Frances Berry

## Discussion

The proposed by-law changes to; ***ARTICLE THREE: BOARD OF DIRECTORS OF THE FOUNDATION, SECTION 2 NOMINATION OF DIRECTORS: Candidates for Directors may be nominated by the Foundation's Board Governance and Structure Committee.***, comes as a result of a letter that Pacifica received from the Corporation of Public Broadcasting first discussed by this board at the October 1998 meeting. The Pacifica Board at that time agreed to find a way to come into compliance with the guidelines of the CPB. After several months and many passionate discussions between members of this committee, the entire board, Local Advisory Boards members and Pacifica communities at large, this committee believes that the proposed by-law change including policy language developed from many sources of input, will protect the interes of the local stations as well as the entire network. The Language is as follows: ***The Committee is committed to maintaining a National Governing Board composed of a majority of persons of color, keeping in mind that this is a goal and not a quota.***

***The Committee recognizes that Local Advisory Boards will still have input to the Governing Board through the Council of Chairs, and the right to nominate, collectively or individually, directors to the Governing Board through the Board Governance and Structure Committee. The only limitation is that the nominee may not be a LAB member and a Governing Board member concurrently. The Committee will insure representation from the signal area of each Pacifica station.***

***The Executive Committee must have representation from each signal area.***

## Motion

To approve the by-law change with the understanding that the board will also approve the policies which are being put before you the way in which these by-law changes will be implemented.

## Discussion

Consistent with ***ARTICLE NINE: AMENDMENT OF BY-LAWS***, two written ballots in favor of the proposed by-law change were received from Loretta Ross and David Acosta.

provided an organizational chart. These organizational charts have been forwarded to the appropriate committees for their overall efforts to chart the organization. We will be returning to the managers for additional information on training as it varies so much from station to station.

We also discussed our committee charge that we hope will be more fully developed by the next meeting and summated to the Executive Committee for approval. The June board meeting will concentrate on a discussion of program policy issues and hope to have someone there to give us insight on reading audience numbers. We will also discuss putting together a Programming Policies & Standards booklet, which will contain relevant FCC and CPB regulations, policies, which Pacifica has promulgated in the past. We are asking the Administrative Council to prepare a statement of any issues regarding such policies which they feel should be revisited and studied, if necessary, updated, in time for the next board booklet distribution. We also repeat our request to the unit managers that they include the current programming grid with whatever annotations they think are necessary.

### **Motion**

To approve the Program Standards & Practices Committee report.

Moved - William Lucy

Second - June Makela

M/S/P Unanimous

### **Subject**

TECHNICAL COMMITTEE - Ken Ford, Chair

### **Discussion**

We discussed five issues yesterday, the first of which is the tower situation at KPFK. We reviewed the proposal for \$550K and recommend it to be funded. There is potential grant support for half of that amount. We have asked the station manager to submit a milestone schedule showing the actual start of construction phase of the project as well as the resource allocation as to how the funds will be distributed. Copies of this will be made available to the Finance Committee to make sure the project stays on schedule and on budget. I also intend to personally monitor the project. We discussed Pacifica's internet needs. Soon, we will be unable to use our current provider. Pete Bramson will look for alternative providers that will meet the Foundation's needs. We are looking into the methods of streaming all Pacifica stations on the internet to increase global access. This is a longer-term project we would like to explore.

We discussed the funds CPB will be distributing for digital conversion, what the process involves and how Pacifica can move forward with the technology of digital radio. WPFW's Operations Director has offered to give the committee a presentation on the future of digital radio and where the Pacifica network needs to be heading with this new technology at the June meeting. This committee has also been offered a tour of Radio Free Asia during the June meeting. Any board members who are interested in taking the tour or sitting in on the presentation are more than welcome to join us.

Along with taking the lead with some other technical issues at KPFK, Aaron Kriegel will be taking a closer look at how we may better utilize our satellite technology. It is my hope he will be able to do so as chair of that future committee. Lastly, I am interested in assisting the national staff in creating an automation system in order to provide management reports to the committee to track the different issues that take place before the board meeting. I am going to look at finding an inexpensive way to have these reports available to station managers to utilize these reports to track different activities.

### **Motion**

To approve the Program Standards & Practices Committee report.  
Moved – Rob Robinson                      Second – June Makela  
M/S/P Unanimous

### **Subject**

OTHER ISSUES

### **Discussion**

New board member committee appointments: Aaron Kriegel will sit on the Technical and Program Standards & Practices Committees; Jewelle Taylor-Gibbs will sit on the 50<sup>th</sup> Anniversary and Board Governance & Structure Committees; Robert Farrell will sit on the Board Governance & Structure and Finance Committee and interim Executive Committee member for representation from that signal area.

### **PUBLIC COMMENT**

### **Motion**

To adjourn the meeting.  
Moved – June Makela                      Second – Ken Ford  
M/S/P Unanimous  
Meeting adjourned at 12:18PM PT