

MINUTES Corrected by Roberta Brooks 10/21/97, Mary Frances Berry 10/27/97, Dick Bunce 10/28/97
Pacifica Governing Board Meeting
Saturday, September 27, 1997

Attending: David Acosta, Mary Frances Berry, Cheryl Fabio Bradford, Roberta Brooks, Alexis Gonzales, June Makela, Ralph McKnight, Frank Millspaugh, Dorothy Nasatir, Jack O'Dell, Micheal Palmer, Robert Robinson, Pat Scott, Adrien Zubrien minutes - Mary Tilson

The meeting began at 2:00PM

Mary Frances Berry is the new chair of the board. Meetings will be transcribed and put up on the Pacifica web site. Transcriptions will be available at each station and the Berkeley national office. Copies may be obtained for a fee.

Seating of members/approval of agenda and minutes

MOTION: To seat as alternates: Alexis Gonzales, KPFA; Adrien Zubrien, WPFW; Ralph McKnight, KPFK; and Micheal Palmer, KPFT.

Move: David Acosta

Second: Roberta Brooks

M/S/P Unanimous

MOTION: To seat as a member Cheryl Fabio Bradford representing KPFA. Bradford will be seated without regard to whether it is a required procedure.

Move: June Makela

Second: Roberta Brooks

M/S/P Unanimous

The secretary of the board will work with the board's attorney on by-law language to clarify election practice. The language will be presented to the executive committee. The board's long term and current practice is that all nominees to the board need to be elected by the board. The language needs to be clarified as to whether the practice applies to alternates and LAB representatives as well as at large nominees. The board attorney will be instructed to work with past and current practice.

If this is so, the board development committee will need to propose a process by which nominees can be accepted or rejected prior to arrival at the board meeting. Also the committee will be asked to define the extent to which alternates may participate on the board.

MOTION: Without regard to whether it is a required procedure Rob Robinson is seated as an alternate to replace Ken Ford for this meeting.

Move: Frank Millspaugh

Second: unknown

M/S/P Unanimous

MOTION: To approve the agenda.

Move: Ralph Mcknight

Second: June Makela
M/S/P Unanimous

A proposal to discuss under which conditions LAB's may use station stationary was sent to the Board Development Committee.

MOTION: To approve the minutes without changes.
Move: Ralph McKnight
Second: June Makela
M/S/P Unanimous

Executive Director Report

Dr. Berry was welcomed to the board. Pacifica is making serious improvements of its technical infrastructure. All units have moved or improved their buildings. The network will need to update to digital. There are many infrastructure needs which the 50th anniversary campaign will address. A contract has been signed with CWA at KPFA. WBAI and KPFA U.E. negotiations continue. An AFTRA contract with National Program staff should be approved by the first week of October.

WBAI will move into a new space by May, 1998. There is no room in the moving budget for cost overruns. WBAI has plans to raise capital funds.

Frank Millsbaugh on behalf of the WBAI - LAB asked for a resolution relating to the station's move to be included in the notes. There were no objections. The resolution was ordered into the record.

WBAI LAB Resolution - Passed Unanimously
Proposed by the Space and Technical Committee
September 23, 1997

For more than a decade one of the agenda items of the local advisory board of Pacifica WBAI has been to relocate the station. For any number of reasons including: inadequate square footage, split administrative offices and broadcast facilities between the 19th and 22nd floor at 505 8th Avenue, overpriced rent for the value of the facility, safety of personnel entering the side entrance after building hours.

It was determined that the LAB should seek a better site for WBAI. With the deadline for a new lease to be signed as of May, 1998 the space/technical committee of the LAB began a serious search effort beginning in December, 1995.

This resolution of the LAB of Pacifica WBAI is to affirm Pacifica's decision to relocate WBAI to a new site at 120 Wall Street. We are in support of this decision because the move meets many of the priorities and technical criteria that the station set, including:

WBAI being part of a block of not-for-profit organizations in the new facility which will not be required to pay real estate taxes (an important financial consideration and a non-negotiable item when signing the average commercial lease); the possible option to purchase the space; the location will allow all members of the WBAI staff and volunteers to work on the same floor; a clean building; and financing from the landlord to build out the studios which will be folded into the rent and still allow WBAI to remain in a rate structure which we currently find affordable; and a long term lease at a very favorable rate which is to the benefit of the station's future operating expenses.

We will continue to support Pacifica's efforts to make a newer, cleaner, safer and, we hope, a better environment for all who participate in the work of keeping WBAI a reality.

KPFA has an interim management team. The interim manager laid off several part time employees because of revenue shortfalls. She was able to keep most of the staff intact however.

CPB chose not to confirm the Inspector General's report in April, 1997 on the Pacifica Board's compliance with open meeting requirements. The National Office is maintaining a regular relationship with staff and board members.

Revenue and expenses have increased. All managers are trying to put resources into programming. The network is trying to experience cost savings through centralization. The entire organization needs more resources to do this work. General listenership is steady. Most indications are that listeners are happy with most national programs and many local programs. Programming on both levels needs much more work.

Motion: To accept the Executive Director's report.

Move: Micheal Palmer

Second: Robert Robinson

M/S/P Unanimous

Recess - 5 minutes

50th Anniversary Committee

During its first meeting the committee heard a presentation from Dick Bunce about how the 50th campaign could be structured. Unit objectives will be solidified followed by fundraising feasibility studies in 5 cities. A cultivation and marketing plan based on feasibility studies will be prepared, then a solicitation plan and acknowledgment program put into place. The project will be directed by the national office. The 50th committee will work with Dick Bunce to select governing board members who can do the work. Plans are in the works to create an advisory 50th committee. The Governing Board was asked for suggestions for people to serve.

The 50th Committee will work to select the campaign director with Dick Bunce and will make recommendations to Pat Scott. The national board was asked to propose suggestions for people to serve as director, for potential donors, and for 50th committee members. The search will start immediately with a hire done by the end of 1997. Unit strategic plans will be complete by Thanksgiving.

All Pacifica board members are expected to contribute to the campaign. It will go public in 1999.

The Chair asked the staff to prepare a document clarifying the foundation's funding policy. This document will be sent to LAB chairs, and will be discussed at the next board meeting.

Any specific questions about whether a gift may be accepted will be forwarded to the Gift Acceptance Committee of the board.

MOTION: To accept the 50th anniversary report.

Move: Alexis Gonzales

Second: Roberta Brooks

M/S/P Unanimous

The meeting was recessed at 3:47PM. To reconvene on Sunday, September 28, 1997 at 9:00AM

Minutes

Pacifica Governing Board

Washington DC

Sunday, September 28, 1997

Executive Session - 9:00AM

The board met in executive session to discuss matters relating to individual employees.

General Session - 10:05 AM

Finance Committee

Financial documents are confidential until they are approved by the board. Revenue and expenses are up. Pacifica closed the year in a slightly better position. Two stations are in deficit. Reserves are depleted. There have been improvements in financial control and general management at stations, but budgets are tight.

A new formula for central services has been proposed. This change impacts some line items, KPFT and WPFW have been slightly negatively impacted by the change.

The committee is frustrated that there is very little SCA money available for growth or new projects. KPFT and WPFW are operating without SCA subsidies. All budgets are based on proven revenue.

The staff was asked to number pages of reports submitted to the board. Also board members requested detailed expenses and revenue based on specific projects such as each national program or by fund drives. It is estimated that this could be done by the Finance Office by October 1, 1998.

KPFA: Has cut expenses to assure a balanced budget for FY98. Its priority for the next year is to improve programming.

KPFK: Made its CPB goal for FY97. Income is strong and reflects stability and better programming. The station has serious capital improvement needs. It will need to replace its transmitter very soon.

WBAI: In a first for the network, WBAI raised 2 million dollars in listener support. The station will make a move to a bare bones facility by May, 1998. Pacifica will carefully monitor the project and associated costs.

W - Is on budget for FY97. The finance committee congratulated the manager and staff for stabilizing finances and building audience.

T - has a deficit for FY97. \$10,000 of this deficit is scheduled for re-payment in FY98. In spite of this the station has increased its financial allocation to development.

NO - the budget does not balance. The budget reflects the strategic plan and board priorities. The national office will receive a SCA subsidy of \$111,000. The budget will need to be cut beyond that by \$44,000.

NP - has a full time development director who, it is hoped, will bring in additional revenue this year. The Ku conversion is going well.

National Program Fund - this budget is restricted by money transferred from the stations. National Programs will need to raise an additional \$75,000 from other sources to balance this budget.

Archive - income is up. Plans are afoot to use the archive resources for the 50th campaign. SCA - 845,000 is available. \$111,000 will be allocated to the national office, and small subsidies for KPFT and WPFW to offset the new central service formula. \$150,000 has been allocated for the 50th anniversary campaign. 200,000 is allocated for reserves.

MOTION: To approve the report of the Finance Committee and the budgets for FY98.

Move: Dorothy Nasatir

Second: Roberta Brooks

M/S/P Yes - majority No - 1 Abstain - 0

Board Development Committee

The committee's discussion was based on the needs and vision outlined in Pacifica's strategic plan and the 50th anniversary campaign.

Criteria for new members:

support Pacifica's mission

know Pacifica

time, interest, commitment to travel

greater diversity in membership

seek new generation of board members

prominence in social justice and civil rights

foundation funder

planned giving attorney

communications expert

labor lawyer

financial expertise

organizational development

The committee heard a presentation from the Council of Chairs detailing their concerns about the proposed governance changes.

The board development committee recommends with two members abstaining, not to go forward with the planned governance change. Instead, the committee recommends leaving the structure as is (two members nominated by each signal area LAB) and adding four at large members to the governing board. A by-law amendment would not be necessary to do this. The policy and procedure document would simply need to be updated.

MOTION: To increase membership on the governing board by recruiting and selecting four at large members.

Move: David Acosta

Second: Alexis Gonzales

M/S/P Unanimous

MOTION: To accept the board development committee report.

Move: David Acosta

Second: Frank Millsbaugh

M/S/P Unanimous

By-law change

The board discussed the pro's and con's of changing the by-laws.

Text proposed and previously noticed:

Article Three, Section II: Nominations of Directors: Candidate for Directors may be nomination 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. being nominated by a Foundation's Board Development Committee 3. being nominated by a seated director.

Section III: Election of Directors: In order to be elected as a director, a nominee must receive the votes of two thirds or more of the Governing Board of the Foundation.

Text amended at the meeting and voted on by the directors:

Article Three, Section II: 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

Section III: Election of Directors: In order to be elected as a director, a nominee must receive the majority vote of those seated in a quorum.

A screening process consistent with the board's discussion will be inserted into the policy and procedure document. The screening will ask for nominations to the board far enough in advance of a meeting to enable the board to evaluate candidates and if necessary ask for new nominations.

MOTION: To approve the proposed by-law change with the following amendments: All nominees to the board will be voted on by a simple majority of board members attending. Also to drop number 3 in Article Three section II. Also to clean up typos in the first line and repair parallelism.

Move: Loretta Ross

Second: Adrien Zubrien

M/S/P Unanimous

Program Committee Report

The committee reviewed recent audigraphics reports. In the future local station reports on competition will be sent to the board for their review. Managers will summarize their remarks to the committee, send them to the chair of the committee for distribution along with his summary of the meeting to the full board.

In addition to listening to the station, the committee is asking LAB's to take up the issue of issues ascertainment. LAB's should get instruction on how to read audience research. Station management are encouraged to work with graduate students at local university communication departments to obtain more detailed research on audience needs. The program committee will

begin to set standards for program ascertainment to guide the LAB's work. The chair of the committee is available to LAB chairs to help them determine a reasonable process.

MOTION: to accept the program committee's report.

Move: Roberta Brooks

Second: David Acosta

M/S/P Unanimous

Public Comment

- has concern about polarization. about ownership vs. stewardship.
- concerned about the finances around WBAI move. Perceives that Pacifica is anti-labor and anti - free speech.
- how can the WBAI move happen in the midst of a labor disagreements.
- had written a letter to Mary Frances Berry and received no reply. Felt like was not heard and is worried about honesty and accountably.
- opposes "gag" rule, wants the NLRB appeal stopped and the union contract settled. Want's either Pat Scott or Mary Frances Berry to negotiate the contract.

Answer from Dr. Berry: She will come to NYC and will meet with staff and in an open forum for interested listeners and community members. She will not negotiate the contract. She is not interested in destroying the station and hopes that the internal disputes can be resolved.

Resume public comment.

- Pacifica should strengthen LAB's by training people to develop local boards. Pacifica should make its processes more open. The by-laws and the articles of incorporation should be re-drafted to clarify their meaning. The governing board chair and the executive director should meet with the LAB and the public to describe what the organization is trying to do and ask for input on problem solving.
- concern about process and reasons for being removed from the air.
- suggestion to bring in a mediation and counseling service to deal with conflict at WBAI

Council of Chairs

The groups' concerns about selection of board members have been mitigated. KPPA's LAB had sent a resolution related to local and governing board responsibility. The council requests training assistance from the governing board, for better communication, and for more LAB inclusion in policy decisions. The council is concerned about the public perception of Pacifica and the stations.

Discussion:

A key task for LAB's is fundraising. LAB's need to be in sync with station needs. The chair asked the board development committee to collect documents related to LAB roles and responsibilities, discuss these and bring their findings to the governing board for discussion. The chair expects the governing board to function with integrity. She will not tolerate the

continuance of old grievances, and expects LAB chairs and general managers to consult with one another about meetings.

The LAB policy introduction will be re-drafted and sent along with the by-laws to the board development committee for review and for clarification of confused language. Any local by-laws in existence will be reviewed and the committee will recommend what to do with them. All board members were advised to be sure that circulated documents sent in the name of a governing body have the approval of all members before they are sent. Guidelines may be drafted to address this by the board governance committee. Revisions of LAB documents will be circulated to LAB's for comment before they come back to the board for review. Current LAB documents will be sent to the council of chairs.

The council of chairs is an ad hoc committee of the governing board. Their main contact is the governing board chair who they may contact with questions or concerns in between meetings. Any requests for administrative services will go to the chair of the board development committee who will communicate with staff.

MOTION: To accept the council of chairs report.

Move: Alexis Gonzales

Second: Roberta Brooks

M/S/P Unanimous

Signal Area General Manager Report

Although there were some morale problems at the beginning of the year, WPFW ended the year with record audiences and revenue. The station has an excellent management team.

Dr. Berry is an ex-officio member of WPFW's board and will attend some local board meetings.

Motion: To accept the manager's report.

Move: Roberta Brooks

Second: June Makela

M/S/P Unanimous

Final Business

The February meeting will take place in Los Angeles on February 28 and 29, 1998.

The station relations director will draft thank you letters to outgoing members: David Assman, Roger Scarborough, Adrien Zubrien, Ralph McNight and Dorothy Nasatir.

Committee appointees:

David Acosta will chair the board development committee and will make recommendations about other committee assignments to Dr. Berry.

LAB's will be sent a list of board terms and an indication of how many representatives they need to nominate for seating on the governing board.

The transcript of the governing board meeting will be put up on Pacifica's web page. Stations will be sent copies and will run announcements that they are available to the public.

The meeting was adjourned at 12:35 PM.