

OFFICIAL TRANSCRIPT

PACIFICA FOUNDATION BOARD OF DIRECTORS

MEETING MINUTES

Saturday, September 27, 1997

Saturday, September 28, 1997

September 27-28, 1997

**Garden Room, DuPont Plaza Hotel
1500 New Hampshire Avenue
Washington, D.C.**

Saturday, September 27, 1997

BOARD MEMBERS PRESENT:

Mary Frances Berry

Jane Makela

Frank Millspaugh

Alexis Gonzales

Dorothy Nasatir

Michael Palmer

David Acosta

Jack O'Dell

Adrian Zubrin

Cheryl Fabio Bradford

Roberta Brooks

Ralph McNight

Rob Robinson

STAFF MEMBERS PRESENT

Dick Bunce

Lynn Chadwick

Gail Christian

Garland Ganter

Burt Glass

Mark Schubb

Pat Scott

Mary Tilson

Valerie Van Isler

Bessie Wash

PROCEEDINGS

MR. O'DELL: On the record.

We are here today to try to lay out an agenda and make everybody comfortable. But it's especially a pleasure for me today to welcome our new Chair, Mary Frances Berry. All of you participated in our search and you know that Mary comes to us with great credentials as author and historian and former chancellor of a great university, University of Colorado, and as chair of the Civil Rights Commission.

I've seen Mary in the trenches this past week, having known her over a number of years and she brings more than just credentials. She brings an abundance of wisdom and a lot of heart. And so I'm reminded of Duke Ellington's words, we love you madly.

[Laughter.]

MR. O'DELL: So, Mary--

CHAIRWOMAN BERRY: Thank you, Jack.

[Applause.]

[Laughter.]

CHAIRWOMAN BERRY: Thank you very much, Jack. I've been trying to learn something about this organization more than what I knew from just listening to some radio over the last few weeks and I'm not sure I've learned a great deal, and I'm still learning.

It is with trepidation that I have decided to become chair of this Board. This is a very complicated organization. It is more complicated than the University of Colorado, I supervised. It is more complicated than \$12 billion worth of federal education programs, it's more complicated than the Commission which I thought was about as complicated as anything can get.

There is so much history that everybody has with each other. In many ways it reminds me of a dysfunctional family that's lived together too long and everybody has ancient grievances and memories about things that somebody did years ago. And it also is an example of what my brother said to me the other day, that in any organization including one he's associated with, the seven words that are the most deadly are, "but we've always done it that way." And one says that over and over

again in this organization. It has major structural problems which I hadn't even thought about until the last few weeks. And I don't know how to solve them, and I don't know how they were created.

There are people of goodwill who want the organization to succeed. It has a great strategic plan, I don't know how much I can contribute to it, I am less sure today that I can contribute anything than I was when I agreed to become the chair of the Board.

I did not take this responsibility on to enhance my reputation.

[Laughter.]

MS. SCOTT: You would be sorely disappointed.

CHAIRWOMAN BERRY: Right. I would like to believe that over the years that I've been in public life my reputation to those at least who know about it is well established. And that I do have a reputation for integrity, for standing on principle, but for being practical and for trying to get along with people and trying to work with what I have that's available to me.

I also do not, though, intend for this organization to destroy my reputation. If it ever appears to me that being associated with this organization is about to destroy my reputation for credibility, for candor, for honesty, for responsibility and integrity, then I will resign. I'm telling you that right now.

If it ever appears to me that most of the people who serve on this board are more interested in posturing, or more interested in issues of what they call power, more interested in being tied to some past that they remember and ten other people than it is to try to serve the interests of disseminating good public affairs programming to people and meeting community needs, and even thinking about how to expand that, then I will resign.

If it ever appears to me that there are not a sufficient number of people on this Board who are willing to try to move this organization forward, I started to say into the 21st Century, but the president is always saying that, so I won't say it--the bridge to the 21st Century--I will resign.

I'm telling you that just so you'll know that if I come one day and say, look, hey, it's not going to work. I've read the materials on the Internet. I've read all the things that people send me on e-mail. I've read all the people fighting over procedural issues and I think that most of the process issues are about people who disagree substantively with the way it has been proposed that the organization try to move forward. And they have a right to their principles just as other people have a right to theirs. But I will stay so long as I think I can do something. And when I don't think I can, and when I think it's going to be counterproductive or destroy, my reputation, then I won't. But for the time being, I will give to it all that I have.

I suppose we then just go through the agenda. I have asked that the meeting be transcribed. And that's why you have these microphones. I am accustomed to running meetings that are transcribed. Half of what I saw on the Internet about what happened at the Board meetings was about who said what, and did somebody say something, and somebody else said something else. So it occurred to me that if we had a transcription of what happened at the Board meeting which was available to us, which we could then put up on our web site and anybody who wants to see what happened at the meeting can see what happened at the meeting. At least those arguments will no longer be necessary, and it won't be necessary for people to come to tape the meetings because they think that somehow they're not going to know. They can save that money. And maybe they can contribute it to the organization. And we'll just move on.

But that's--it's not intended to keep and inhibit the discussion. It's just intended to be a record of what has gone on here.

Now, what am I supposed to do next, Jack, just go on to the next item?

It says, "Seating of Chair, Seating of"--oh, I have to seat members. That's what I have to do. Thank you Brother Jack.

I think I need a motion to seat by a majority vote the following people at this meeting as at-large representatives for this meeting. And they are Alexis Gonzales, Adrien Zubrin, Dorothy Nasatir, Ralph McKnight, and Michael Palmer.

Could someone move that this be done?

MS. ZURBIN: I move that the chair seat those mentioned.

MS. SCOTT: No, you can't move, you haven't been seated.

MS. ZURBIN: I'm so sorry.

CHAIRWOMAN BERRY: Somebody who is seated.

MR. O'DELL: I move that the chair seat the previously mentioned members.

CHAIRWOMAN BERRY: Need a second?

MS. BROOKS: Second.

CHAIRWOMAN BERRY: All in favor--any discussion?

[No response.]

CHAIRWOMAN BERRY: All in favor indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed?

[No response.]

CHAIRWOMAN BERRY: So ordered.

I also by the provision in the bylaws on page 71 it states that in order to be elected a member must receive the nomination and vote of a majority of the station boards which he/she represents.

Ms. Fabio--Fabio Bradford, having been duly elected by a majority vote of the station boards which he/she represents, it is my understanding is to be welcomed as a member of this Board.

If my understanding is incorrect someone could please object. But my understanding is that she is elected when she is elected by a majority vote of the station boards which she represents.

Yes?

MR. O'DELL: The Station Board's vote has the effect of nominating a candidate to the governing board and we must now vote to elect her to the Board at the meeting.

CHAIRWOMAN BERRY: Well, one of the things I am going to be a stickler about so long as I am chair is following the procedure. There is nothing in this procedure that I am looking at--now, if someone can cite to me another procedure, I would be willing to do it. But this bylaw says that a member must receive the nomination and vote of the majority of the station boards which she represents unless such member is classified as an at-large member in which event she must be elected by a two-third vote of the board of directors for the foundation voting by secret ballot. And so I don't

know whether the intention was to say the person had to be voted on again, or not, but it doesn't say that.

MR. O'DELL: In order to be elected they must be nominated by a majority vote.

CHAIRWOMAN BERRY: No it does not say that. Read on page 71. "She must receive the nomination and vote of a majority of the station boards which she represents."

Yes?

MS. BROOKS: The bylaw change that has been under so much discussion in the previous meeting was the reason why it was tabled at the last meeting was because the Pacifica attorney suggested that we separate out the nomination from the election.

Now, you know, there was a move in the last committee that didn't--you know, without this final change, but that particular part of it we probably ought to consider adopting because he felt that it was just as you have found out, misleading and unclear. So he wanted us to separate our nominations from elections.

CHAIRWOMAN BERRY: Well, for purposes of moving the meeting along, since I would assume that there is no objection to her being here, if you want to vote on it, you can. I'm assuming everybody would vote that it's fine.

But it is my understanding that she does not have to be voted on unless somebody--and somebody needs to look at this language. And I don't know who the somebody is. When I say "somebody", who is the somebody I'm talking about that will look at this language and clarify it.

MS. BROOKS: The attorney has looked at it and felt that it needed clarification, and that was appropriate in this bylaw change. And if we don't adopt this bylaw change, we do need to incorporate that.

CHAIRWOMAN BERRY: The attorney has already looked at it and made that recommendation to us as simply saying that it was unclear.

MS. MAKELA: Regardless of whether we need to or not, I would like to recommend that we elect our newest representative since everyone else in my five-year experience has been elected to the Board.

CHAIRWOMAN BERRY: Well, would you be willing to change your motion to say, without regard to whether or not it is a required procedure, for the time being you would like to move the following?

MS. MAKELA: Yes.

CHAIRWOMAN BERRY: Okay. All in favor indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: And this has to be clarified, because there may be an occasion, not this occasion, in which someone will be sent here by a station board and this Board may decide they don't want them. And if this Board is not supposed to vote on them and the Board then does, then you've got a problem. So this is not a matter that is to be taken lightly.

Okay. The other is to acknowledge--what page is the page that the alternates are on?

MS. SCOTT: Page 70.

CHAIRWOMAN BERRY: Page 75 or 70 what, 73. The governing board shall be taken by the

elected directors or their seated alternate.

For this meeting Rob Robinson has been selected by the WPFW station board to be an alternate for Ken Ford who is not present. Is there any approach you've taken in the past to doing something more about that that I'm unaware of?

I'm simply reading the language on page 73 and it has no procedure connected to it. So I would simply acknowledge his presence unless there's--

Yes?

MR. MILLSPAUGH: I would be glad to move that if that is what is being--

NOT KNOWN: And I would second that.

CHAIRWOMAN BERRY: But if you are going to do so, I wish you would put the same language in that was put in by June on the previous motion because there's nothing in the procedure that says the person has to be elected. And we've got to have this clarified because in the event, Frank, that someone else comes again and we decide we don't want to seat them as an alternate, then what do we do then? Okay.

MR. MILLSPAUGH: Well, let's put it this way, whether--

CHAIRWOMAN BERRY: Whether or not--

MR. MILLSPAUGH: --whether or not it is required--

[Laughter.]

MR. MILLSPAUGH: --I am happy to move the acceptance of this gentleman as an alternate for the purposes of this meeting.

CHAIRWOMAN BERRY: Okay.

NOT KNOWN: Second.

CHAIRWOMAN BERRY: Okay. Any discussion?

[No response.]

CHAIRWOMAN BERRY: All in favor indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed?

[No response.]

CHAIRWOMAN BERRY: So ordered.

And someone, the someone whoever that someone is, the lawyer or whoever it is--

Yes?

MS. MAKELA: May I make a recommendation?

CHAIRWOMAN BERRY: Yes.

MS. MAKELA: The secretary of the Board be charged with contacting our lawyer to get--and working through language that can then be presented to the executive committee before the next meeting, you know, clarifying the bylaws of this whole election question and then we can vote on it.

CHAIRWOMAN BERRY: All right. Is it the sense of the Board that you intended for this to be a separate nomination and election process?

MS. MAKELA: Yes.

CHAIRWOMAN BERRY: But that was your intent? It just didn't get written right.

MS. MAKELA: It was an intention and practice.

CHAIRWOMAN BERRY: Okay.

MS. MAKELA: Correct.

CHAIRWOMAN BERRY: And what is your intent about the question of alternates? The same intent?

MS. MAKELA: Uh-huh.

CHAIRWOMAN BERRY: So that the lawyer knows what he's writing?

MR. O'DELL: The intent has always been that the Board had the right to keep or reject anyone that was sent here.

CHAIRWOMAN BERRY: All right. So that means that the lawyer will be guided by that and the secretary.

MS. BROOKS: May I ask, is it also the intent that the alternates will act or that--let me tell you why this has come up. Because there's been so much going on and many changes especially in this area, a lot of times, you know, a board member that is not able to attend, there's been progress, there have been committee meetings and then the person who has been active all along isn't there and all of a sudden another person comes and then goes to the--you know, takes actions and they really don't have any background. So that's why there was a discussion about alternates. But it was not resolved.

Some of us thought we had feelings about it, but there wasn't a resolution by the Board. So that may be something--

CHAIRWOMAN BERRY: Well, the way the bylaws currently stand, there is an alternate and there is provision for one.

MS. BROOKS: Right.

CHAIRWOMAN BERRY: And the understanding is that the alternate does whatever the person does who they are alternating with.

But there's no provision there for the election of the person by the Board once the person has been elected by the station board--I mean the LAB which is what we're talking about here. That question is--the one that you raised, Roberta, is a larger question. That is, what can alternates do?

MS. BROOKS: Right.

CHAIRWOMAN BERRY: I'm assuming they can do whatever the people do who they are alternating for unless there is some wisdom to the contrary. That's what everybody is shaking and

nodding their heads.

MS. BROOKS: That's always been done.

[Laughter.]

CHAIRWOMAN BERRY: But we've always done that.

[Laughter.]

MS. MAKELA: I think this is something that should go to the board development committee, you know, and then come out as a recommendation.

CHAIRWOMAN BERRY: Executive director.

MS. SCOTT: If you look on page 72 of your Board book, the proposed language for the bylaw amendment, all directors will be seated with a two-thirds vote of the governing board of the foundation which is the first part of that bylaw change. This was what was recommended by--

MS. BROOKS: That's the old language.

MS. SCOTT: Okay. Then it says, all directors, then it's the current language.

MS. BROOKS: No, it's not the current language.

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Now, what, this language has no date by it. Now, I'm getting hopelessly confused.

MS. SCOTT: I am too.

CHAIRWOMAN BERRY: Can we simply--

MS. TILSON: May I clarify?

CHAIRWOMAN BERRY: Yes.

MS. TILSON: The language in your book is the language that was proposed by the Board and turned down at the last meeting.

CHAIRWOMAN BERRY: Okay.

MS. TILSON: The language at the beginning is what's proposed for this meeting.

CHAIRWOMAN BERRY: So we will refer the question of clarifying this--these matters consistent with the Board's view which is that there will be in a separate nomination election and the alternate for the time being, unless it's changed, does whatever the other person does.

Yes?

MS. BRADFORD: Could the LAB representative be accepted or rejected prior to the Board meeting? You know--

CHAIRWOMAN BERRY: Accepted or rejected.

[Simultaneous conversation.]

MS. BRADFORD: Say it again?

MR. O'DELL: No one has ever been rejected.

MS. BRADFORD: Yeah, but I think that in getting on an airplane and coming here I should know whether or not- -

[Laughter.]

CHAIRWOMAN BERRY: You've been rejected, huh? That's a good question. They should think about that, too, whether there are some timing problems here.

MS. MAKELA: Well, we've had discussions in the past that nominations--we actually have codified something, but I don't have it in front of me, so I can't refer to a page. But because of exactly that the LABs were requested to get nomination in earlier. There was actually a number of days in advance, and then the secretary was to receive them. There was a whole procedure to make sure that the Board would be in compliance with, you know, the balance, et cetera, et cetera.

MS. BRADFORD: I think in our experience we only assume because I got a Federal Express package that maybe--

[Laughter.]

MS. BRADFORD: --I should get on a plane.

CHAIRWOMAN BERRY: Yes, you should get on the plane, but it's just that they're saying that they could have rejected you once you got here. And I'm saying that that's very fuzzy and problematic under the pages.

MS. BRADFORD: Prior to me getting here you could reject. Anyway--

CHAIRWOMAN BERRY: Well, they should--

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Could the secretary and the lawyer--could the secretary and the lawyer take this matter up and that's the Board Development Committee, I guess.

The agenda. Could we have--could I get a motion to approve the agenda for this meeting?

MR. McKNIGHT: So move.

MS. MAKELA: Second.

CHAIRWOMAN BERRY: The only discussion that I have, somebody else may have something. I do have a query about the use of stationery by the community advisory boards or LABs which I assume I can discuss under one of the other committee discussions without having it be a separate item on the agenda. But I'm just simply telling you that I do intend to raise that probably under Board development or something like that.

Does anyone else have anything else they would like to either add to the agenda or something that they feel they want to change? If not, all in favor of the agenda indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed.

[No response.]

CHAIRWOMAN BERRY: So ordered.

A motion to approve the minutes 6/97, could I get a motion?

MR. McKNIGHT: So moved.

MS. MAKELA: Second.

CHAIRWOMAN BERRY: Any discussion, changes?

[No response.]

CHAIRWOMAN BERRY: All those in favor indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed.

[No response.]

CHAIRWOMAN BERRY: Okay. Now, we go to the executive director's report.

MS. SCOTT: As Jack O'Dell has eloquently already introduced Dr. Berry, but I would like to welcome her on behalf of the staff at Pacifica who can stand back there and welcome her.

[Applause.]

CHAIRWOMAN BERRY: Thank you, staff. Thank you, thank you very much. Appreciate it.

MS. SCOTT: As part of the strategic plan one of the things that we've been doing over the past year and will continue in the future is to improve our infrastructure. We have had radio stations that did not have mics that worked, did not have studios that were functioning. In one case you could hear the toilet flushing from the on-air studio. So we have made some serious improvements in the infrastructure, the technical infrastructure of Pacifica and will continue to do so.

Currently almost all tape machines and material for tape machines is available in the new format which is digital. Currently almost all equipment at Pacifica stations is analog. So part of our strategic plan in dealing with our technical infrastructure is to change that situation.

At WBAI we are moving and building new studios. KPFA moved several years ago and has a new building which right now also needs some serious improvements. KPFA under the able leadership of Mark Shubb has really moved from being a dump where nothing worked to being a serious community radio station now, not that it doesn't have its problems, but currently things work there. The bigger problem there is that the transmitter is in serious disrepair and could go off the air at any time. It requires a \$150,000 investment in order to change that dynamic.

We are taking the chance at this point that it will not go off the air while we do some fundraising, while we move with this 50th anniversary campaign so that we can support what needs to happen at that signal area.

WPFW moved several years ago. We did a bare bones construction project for studios and for office facilities mainly because we only had the money to do what we did. We have a lease at that station and hopefully we'll be able by the time that lease is over with some organization and a capital fund drive in the Washington area to be able to move those studios into a larger facility that can take--that

Prerequisites are they must support Pacifica's mission, they must be knowledgeable about Pacifica and they must have time, interest, commitment and an ability to travel. Generally desirable traits were pervasive community involvement, people of color bringing then more diversity to our Board, younger and newer linkages, new venues in the networks, and prominence in social justice and civil rights.

Examples of specific roles that are presently needed on the Board are academic authority on current state of public broadcasting, foundation funding, investment specialists, private philanthropists, planned giving attorney, a capital campaign specialist, public relations and communication expert, a labor lawyer, non-profit finance expertise and organizational development specialist. Now, these are not exhaustive and the committee will also assess the skills of current members to ascertain whether or not these skills are already being provided.

We also heard a presentation from Nan Rubin, the chair of New York's WBAI advisory Board who representing the council of chairs, that is the chair to the local advisory board to each of our signal areas. Regarding the concerns of pending governance changes from the selection of governing board members.

Nan will give a report later on in the meeting, but summarily the primary concerns were the proposed selection of the signal-area representative was presented to the LAB without allowing adequate discussion or input from the LABs, and the policy itself mandates that each LAB reduce it's representation to the governing board from two people to one which is a radical change from long-standing procedure.

And no justification was given for how this substantive change would strengthen Pacifica. This created a very strong unified opposition from the LABs to implementing this change--

CHAIRWOMAN BERRY: May I interrupt you to say that you are characterizing her complaint. You are not stating factually that no justification was given. You're simply--

MR. ACOSTA: No, I'm summarizing what she--

CHAIRWOMAN BERRY: You're summarizing what she said.

MR. ACOSTA: --what her concerns were, right.

CHAIRWOMAN BERRY: Okay. Thank you.

MR. ACOSTA: And according to Nan, this created a very strong unified opposition from the LABs to implementing this change.

Now, the committee concluded that in order to successfully accomplish the strategic plan and the 50th anniversary fundraising campaign that we need the support and enthusiasm of the LABs in the signal areas. So with the exception of two exceptions the committee recommends that the Board not approve the proposed bylaw change regarding selection of directors and instead proposes that we increase the Board by recruiting and electing four at-large members, an action which does not require a bylaw change, but only a change in policy and procedure.

The LABs would still retain a majority of members of the Board, and we would receive the needed shot in the arm that the Board needs to help achieve its goals.

I thank the committee for its work and at this time I invite any member of the committee who wish to do so to add to my report.

CHAIRWOMAN BERRY: Yes, Cheryl?

MS. BRADFORD: Abstention?

MR. ACOSTA: Two.

CHAIRWOMAN BERRY: Could we get a motion on the floor and then have discussion? Are you moving the action item that you reported out from your committee?

MR. ACOSTA: Yes.

MS. GONZALES: I'll second it.

CHAIRWOMAN BERRY: Okay. So the action item from your committee, could you restate the motion, please, David? Just the motion.

MR. ACOSTA: Propose that we increase the Board by recruiting and electing four at-large members.

CHAIRWOMAN BERRY: Okay. And you have seconded that Alexis?

MS. GONZALES: Yes.

CHAIRWOMAN BERRY: All right. Now, discussion? Any further discussion?

[No response.]

CHAIRWOMAN BERRY: If there is no further discussion, are you ready for the question. All in favor indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed.

[No response.]

CHAIRWOMAN BERRY: The motion carries unanimously.

Now, could we get a motion to accept the report of the Board development committee, your entire report?

MR. ACOSTA: So moved.

CHAIRWOMAN BERRY: Second?

MR. MILLSPAUGH: Second.

CHAIRWOMAN BERRY: Any further discussion?

[No response.]

CHAIRWOMAN BERRY: All in favor of accepting the report of the Board development committee indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed?

[No response.]

CHAIRWOMAN BERRY: Thank you very much to the committee and to you, David.

Yes. Now, there is an executive committee report listed here with proposed bylaw changes, but I don't think there are any proposed bylaw changes unless somebody knows something I don't know, which is possible, so, therefore, yes, June, is there a proposed bylaw change?

MS. MAKELA: Well, there is a proposed bylaw change. It's on page whatever of this Board book.

CHAIRWOMAN BERRY: Page whatever.

MS. MAKELA: And I think there's been some confusion about what that proposed bylaw change says or doesn't say.

As far as my understanding--

CHAIRWOMAN BERRY: Page whatever.

MS. MAKELA: --it's simply a clarification of the current practice that the Board chair very clearly noted was confusing. The current bylaws are confusing as to whether people are elected or not to the Board. I think my reading of this proposed bylaw change is a clarification of our practice. And I see no reason not to put forward and vote on the bylaw change, however, I would like to make an amendment to the bylaws--a proposed bylaw change.

CHAIRWOMAN BERRY: I don't think we can do that here at this meeting because what the committee decided, I think, was to have Roberta and the attorney clarify the language consistent with the views of everyone that all it was, was the language. It didn't clearly state that people were supposed to be nominated and then elected separately. That was the discussion.

MS. MAKELA: Right.

CHAIRWOMAN BERRY: And we are not prepared to do--

MS. MAKELA: It is clear here. I think that--

MS. BROOKS: It actually is clear here. What I thought it--

CHAIRWOMAN BERRY: What page are you on.

[Simultaneous conversation.]

MS. SCOTT: Page 1.

MS. MAKELA: I'm on page 1 which is the proposed bylaw change that was sent to us--

CHAIRWOMAN BERRY: Oh, you mean this?

MS. SCOTT: Right. Notice of bylaw change.

MS. MAKELA: We were given notice of this and I'm very confused as to why we would take it off.

CHAIRWOMAN BERRY: I thought you were referring to language I read yesterday when I was-- when we were--which is on another page. Yes.

MS. BROOKS: We were all confused yesterday because the proposal that we just adopted was essentially saying we were not going to implement the one signal area rep and the one LAB rep. This doesn't say anything about that, this bylaw change.

MS. SCOTT: Right. No, it doesn't.

MS. BROOKS: It says, "Nomination of directors" and then I would like--the amendment that June and I wanted to make is because I know my name is on here, but I actually didn't put this on here to my recollection. It says, "Nomination of directors, candidates for directors may be nominate"--well, it says "nomination", but "may be nominated by" so we would have to correct that--"one, 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.

Two, being nominated by "a Foundation's board development committee" which would speak to the processes of having two LAB reps and at-large members. And then it says, "or three, being nominated by a seated director", and I would like to strike that because I think if we have the Board development committee that is through the--you know, I would want to have scrutiny of who we're bringing on at the last minute.

Section three, election of directors, and this again is separating the nomination from the election which is what we were trying to achieve. In order to be elected a director a nominee must receive--as a director a nominee must receive the votes of two-thirds or more of the governing board of the foundation.

CHAIRWOMAN BERRY: Okay. So what this language does essentially is what we said yesterday we were going to have somebody do.

MS. BROOKS: Right.

CHAIRWOMAN BERRY: Which is to clarify that we meant this, but we have to take the last part off because also that would be valid if we were going to do this signal area business which we're not going to do. Number three I'm talking about which you have just stricken from the proposal.

MS. BROOKS: Right. So the only problem that we have technically is that the previous motion that we adopted says to drop the bylaw change. But what that bylaw change was referring to was the configuration of LAB reps and signal area reps. So does that create a problem?

CHAIRWOMAN BERRY: No, if the bylaw change--if he meant the proposal for a bylaw change which would have put in place signal reps which I understood to be the sense of the motion, which is what he was discussing, he wasn't discussing this.

If you drop the last--number three portion from it and if you change candidates for director in the second line, may be nominated instead of nomination--

MS. BROOKS: Right.

CHAIRWOMAN BERRY: --which is just simply a typo, I'm sure, by receiving a majority vote of a local advisory board of two nominees, at least one--all it does it separate the nomination from the election which is what we were talking about yesterday.

Yes?

MS. BRADFORD: Well, I do think that there is some process in that and also some language not necessarily in this bylaw, but that should be discussed. I mean, I think that if the LAB forwards as in my recent situation a director. And at coming to the table it is decided that they are not elected a director. I think that's a real problem between the LAB and this Board. I think that if there is some process in between nomination and director--I guess what I'm saying is representing this going back out, there should be some good wording and some caretaking in what that process is or else it's sort of strange situation.

CHAIRWOMAN BERRY: I recognize the executive director.

MS. SCOTT: Yeah, I think we can take care of that problem that you raised yesterday in policies and procedures. It doesn't need to be part of the bylaws.

MS. BRADFORD: I did say that it doesn't have to be part of here--

MS. SCOTT: Right.

MS. BRADFORD: --but I did want to--

MS. SCOTT: Yeah, but it can be taken care of in policies and procedures.

MS. BRADFORD: And it should be.

CHAIRWOMAN BERRY: And the way it should be taken care of was your suggestion yesterday is that people ought to know before they come. Was that it?

MS. BRADFORD: Not only the board--not only on the level of the individual, but also in terms of the board coming and the LAB process. If they forward a nominee and you reject that nominee they should be able to forward another nominee so that they've got participation in that upcoming meeting.

MS. SCOTT: Right.

CHAIRWOMAN BERRY: Right. Right.

I recognize you, Frank.

MR. MILLSPAUGH: I think that the bylaw proposal could be greatly improved just on the basis of language and I'm not sure I'm following all of the suggested changes right now, but for instance, the parallelism of the principal proposition candidates, you know, because each element in the parallel structure should use the same subject.

Candidates for directors may be nominated by, being nominated by a foundation or a development committee. And that kind of thing makes, you know, spells out future confusion and contention.

I also wonder whether it's truly the intent to change the number of votes required for LAB representatives from the previous majority vote to now a two-thirds vote and I wonder if indeed what we have in mind here is requiring two-thirds vote of the whole Board to elect at-large members in the past. I believe it's been two-thirds of the members present and voting. There would be many instances--maybe many instances where we wouldn't have two-thirds of the board present. We would have a legal quorum, but we would be unable under this to elect any new members.

CHAIRWOMAN BERRY: So which suggestion would you make?

MR. MILLSPAUGH: I suggest that it be--that it would be two-thirds that first of all we retain a simple majority for the seating of LAB representatives as it has been.

MS. MAKELA: Where is that?

MR. MILLSPAUGH: That doesn't--

MS. BROOKS: One, candidates for the directors may be nominated by receiving a majority vote of a local advisory board.

MR. MILLSPAUGH: Yes. That's for the nomination process.

MS. BROOKS: Right.

CHAIRWOMAN BERRY: No, no, no.

MR. MILLSPAUGH: For the seating process for our election of them and seating of them here on the governing board--

[Simultaneous conversation.]

MR. MILLSPAUGH: --it was always a majority and now it's questionable again.

CHAIRWOMAN BERRY: Okay. Simple majority--

MR. MILLSPAUGH: The other issue was, I think it should be for at-large members two-thirds of the governing board members present and voting which I believe is what it says.

CHAIRWOMAN BERRY: So it would then read, in order to be elected as a director--

MS. BROOKS: Assuming a quorum.

MR. MILLSPAUGH: Assuming a quorum, of course.

CHAIRWOMAN BERRY: --in order to be elected as a director a nominee must receive the votes of a simple majority of the governing board for those who are nominated by LABs. And for at-large members they must receive two-thirds--at least two-thirds of the votes of those members of the governing board present and voting--present in the--two-thirds of the members of the governing board present, what, assuming a quorum?

MR. MILLSPAUGH: Well--

CHAIRWOMAN BERRY: Assuming the presence of a quorum?

MR. MILLSPAUGH: --quorum--

CHAIRWOMAN BERRY: Well, I've been in some meetings where people, you know, said, you didn't say that. But, anyway, we're going to assume that as a matter of record. But is that your suggestion?

MR. MILLSPAUGH: Yes, but if I could--

CHAIRWOMAN BERRY: Yeah, please.

MR. MILLSPAUGH: --having made all those changes I don't know whether this constitutes any change in the bylaws.

[Laughter.]

CHAIRWOMAN BERRY: What do you mean?

MS. BROOKS: It does.

CHAIRWOMAN BERRY: It does.

MS. BROOKS: It clarifies the question that the chair raised yesterday.

CHAIRWOMAN BERRY: The only question is separating the election from the nomination. That's the only change it would be making.

Yes, Loretta?

MS. ROSS: Am I to understand that that proposed change then sets up different standards for election that the LABs--

CHAIRWOMAN BERRY: Yes.

MS. ROSS: --have a separate process from the at- large members? What's the rationale for that?

MS. SCOTT: There's none.

MS. ROSS: There isn't one?

MS. SCOTT: There isn't one.

MS. ROSS: If there is no rationale, I'm not quite sure--

[Simultaneous conversation.]

MS. ROSS: --if someone could explain it.

CHAIRWOMAN BERRY: You mean at the governing board level?

MS. ROSS: At the governing board level. The election, you know.

CHAIRWOMAN BERRY: Okay. Anybody else want to make a comment before we explain? Yes, Alexis?

MS. GONZALES: Frank's question bring another question. It simply refers to original language which presumes that original language is the current bylaws. And looking back in our bylaws the language says two-thirds. Although, as Frank has pointed out, in the past we certainly have operated as if our bylaws it's a simple majority. I believe they have, but it refers to this two-thirds again. Could we have some clarification as to really what the original language is?

MS. BROOKS: It's on the page.

MS. GONZALES: I saw that page, but I also have the--

MS. BROOKS: No, that's the proposed--

CHAIRWOMAN BERRY: On page 71.

MS. BROOKS: --that was proposed in January.

CHAIRWOMAN BERRY: You mean the bylaws?

MS. GONZALES: I'm looking at the one at 1991, those. I'm looking at our current--

MR. MILLSPAUGH: It's on page 71?

MS. GONZALES: Page 72.

[Simultaneous conversation.]

MS. GONZALES: Right. This is a question, this refers to original language. I am now looking at the proposed original language.

MS. BROOKS: No, it doesn't. It says the language below was proposed at the 6/15/97 meeting. That is not--it has never been passed.

CHAIRWOMAN BERRY: That's the language below. In other words, the language that you see in the big black letters was language that the Board development committee rejected and asked us to vote instead to get four at-large directors. Am I right?

MS. BROOKS: Right.

MS. ROSS: That's right.

CHAIRWOMAN BERRY: The big block letters. The rest of it that's not in block letters and forgetting about the note colon is what is supposed to be the existing bylaw.

MS. BROOKS: No. No.

CHAIRWOMAN BERRY: That's what it says.

MS. GONZALES: I'm looking at the small black letters.

MS. BROOKS: The original--

[Simultaneous conversation.]

MS. GONZALES: But not the smallest black letters.

[Laughter.]

CHAIRWOMAN BERRY: The small, but not the smallest.

[Laughter.]

CHAIRWOMAN BERRY: Okay.

MS. GONZALES: Which says, "Section 2, election of directors, in order to be elected a member must receive the nomination" et cetera, et cetera by--"in which in that she/he must be elected by two-thirds vote of the Board of directors of the foundation."

MR. MILLSPAUGH: That's only for at-large--

MS. GONZALES: Right. Right. For at-large. And I'm just trying to get clarification. Is that the language that we are referring to whether or not it's being done or not.

CHAIRWOMAN BERRY: Point of information, I thought so which is where I started yesterday reading that.

Did you have something to say?

MS. TILSON: I did. You'll see that--and I apologize for the confusion in putting forth these documents. Section 2, election of directors is the original language. And it is repeated just for--it was supposed to be for your clarification, but obviously that didn't suffice. It created some confusion.

That is the original language. The stuff in bold was--

CHAIRWOMAN BERRY: Rejected.

MS. TILSON: --what you had proposed at the last meeting, but was turned down and was kept in

there just in hopes, if there were any questions that you had, you could go back to that.

CHAIRWOMAN BERRY: Alexis, look on the first page of the book where we're talking. That language there is supposed to be the same thing as what you just read on page 71.

MS. GONZALES: Okay.

CHAIRWOMAN BERRY: Which means that's supposed to be the language that we're operating under until we make a bylaw change.

MS. TILSON: That's correct.

MS. GONZALES: And we are operating--we're all-- okay.

CHAIRWOMAN BERRY: And so the query now is what are we going to--we are considering this bylaw change which I now understand is a bylaw change which is being amended as we go along, and we're doing it under the procedure which is under Article 9 of the bylaws which is the provision for amendment of the by bylaws. And that's the authority by which we're doing this.

Yes.

MS. ROSS: I haven't received my clarification as to why the difference between--

CHAIRWOMAN BERRY: Right--somebody wanted to comment on that.

MS. ROSS: So if they'll explain to me.

CHAIRWOMAN BERRY: Why the difference? Is there someone who remembers why there's a difference between a simple majority used to approve LAB nominees and two-thirds for the others. You weren't here. So you know the reason? Great. You do know the reason, Cheryl?

MS. BRADFORD: No.

[Laughter.]

CHAIRWOMAN BERRY: Oh, okay, but does anybody know why this was done? Is there some rationale? Yes, Frank.

MR. MILLSPAUGH: The rationale is simply that the local area board representatives were nominated by a body of people whereas in past at-large members have been nominated by individuals. And so it was thought that there was--had been more thought, greater constituency element through the nomination of the LAB representative and correspondingly less so for at-large members.

It may be well be that now we are creating a committee to vet at-large nominations that there should not be a distinction between the two in terms of the numbers that vote and then it raises a question, do you raise the threshold on the LAB rep, or do you lower the threshold on the at-large. And I think this is something that we may want to, you know, discuss.

CHAIRWOMAN BERRY: And the reason for the Board-- the national board as I understand it today voting on the person who is sent by the LAB is it's part of the vetting process that the person is first vetted by the LAB as sent forward and it does give the governing board an opportunity to review and if there is some reason that--I can't imagine what it is, but, oh, let's make a really startling hypothetical. Suppose the governing board discovered which the LAB did not, this person was a head of an international ring to import, you know, stolen cars from Albania to Russia.

[Laughter.]

[Simultaneous conversation.]

CHAIRWOMAN BERRY: Then one could say, by 50 percent we don't think you ought to send this person, let's talk about, you know, you send somebody else. I mean, maybe that's the kind of thing that's meant. I don't know.

Cheryl, did you want to say something?

MS. BRADFORD: Well, I did want to acknowledge to two-tier process for one. I think that you have a LAB that's scrutinized. I mean, even the bizarre--

[Laughter.]

MS. BRADFORD: --that you just suggested is--it's funny, but it's not. I mean, you know, it's not because there's a room of people there trying to do the same scrutiny that this room of people would be trying to do. So I do think that if you're talking about parity then you're talking about creating a two-tier process for the at-large members. Or else we're not really talking about a parity.

CHAIRWOMAN BERRY: So the at-large members have the board development committee now?

MS. SCOTT: Right.

CHAIRWOMAN BERRY: So a query, do we want to make the same vote for both at the governing board level? Whatever number we come up with?

MS. SCOTT: Yes.

MS. BROOKS: Yeah, I would propose that we do. But I also think that we can't do this today.

CHAIRWOMAN BERRY: Why not?

MS. BROOKS: Because in reading this, and I know you're a stickler on this, these bylaws may be amended, altered, and repealed in whole or in part at any meeting of the governing board provided that the proposed changes have been submitted to each member, blah-blah-blah. So I'm not sure that we have--I would like to talk with our attorney--

CHAIRWOMAN BERRY: But that does not preclude the body discussing the change--

MS. BROOKS: I absolutely agree. Because I'm going to be the one to talk to the attorney and I want to know exactly--

CHAIRWOMAN BERRY: Wait--may I please finish?

MS. BROOKS: Yes.

CHAIRWOMAN BERRY: It is understood that if you put it out ahead of time and people come to the meeting and want to make changes in language at the meeting, they can.

MS. BROOKS: All right.

CHAIRWOMAN BERRY: It's not that you have to start all over again.

MS. BROOKS: Okay.

CHAIRWOMAN BERRY: And then next time come to the meeting again and somebody says, I want to change, you know, this to that. And you say, okay, let's send it out again.

[Laughter.]

CHAIRWOMAN BERRY: And then at the next meeting somebody says, well, I don't like that. If that happened you could never make any change. The whole purpose is so that--if I understand the purpose routinely, and you can tell me if I'm wrong, in other things that I'm familiar with in this regard is, people notice that there's a change proposed for that section, they notice what the change has suggested, and it doesn't mean that they can't come with amendments which everybody agrees to. There is a substantive question as to whether we want to put it out again because we think it somehow has no relationship to the original proposal. That's the only reason why you would send it back.

But you can make changes at a meeting in language.

Yes, Loretta?

MS. ROSS: I would argue that first of all I have tremendous confidence in the vetting process by the LABs and the vetting process by our development committee. And we have other mechanisms for review, you know, if we don't have confidence in them. So I would propose that a simple majority vote or a two-thirds--I think there should be parity. I don't care which one it is that much so much as that it's the same process for both. So that it doesn't create the impression of a two-tier process. I'm not sure that I want to be part of creating that impression. And so I'm not so concerned whether we go to simple majority, or a two-thirds, but that candidates from both streams get it subjected into the same process in terms of voting.

CHAIRWOMAN BERRY: Okay. So where we are here is that we now have before us the possibility of approving this bylaw by dropping number three which is not relevant to the situation, making a change which would have the election of directors done by a simple majority of the governing board. I think that was the last suggestion which would be either-- it doesn't matter whether you're at-large or LAB nominees and with the understanding that the at-large members are vetted by the board development committee before they're presented to the board.

And the query is whether we wish to approve this or whether we wish to defer it again which I don't care one way or the other, although it is my judgment that it's not a substantive change that is so unrelated to the matter at issue that someone should say that we had noticed it. I think we have noticed it. But if there are people who feel uncomfortable about it, we can--send it back again.

Did you want to speak, Roberta?

MS. BROOKS: I just wanted to ask then, further clarification of whether--on this point that Frank raised, whether it's simple majority or two-thirds. Is it of those seated in a quorum?

CHAIRWOMAN BERRY: Those seated in a quorum. Those seated in a quorum.

MS. BROOKS: So we would have to change that language.

CHAIRWOMAN BERRY: Right.

Any other opinions? Somebody will have to state that motion other than me if we're going to do this. Restate the motion and move that we approve and then we can decide--then I'll ask if there is further discussion after the motion is presented.

Can I get somebody to present? Yes, Loretta.

MS. ROSS: I move that candidates for board of directors whether nominated by the LABs or the board development committee be seated--or should I say be voted on--

[Laughter.]

MS. ROSS: --by a simple majority of the board members present in quorum. Does that get it all?

CHAIRWOMAN BERRY: A comment on the motion?

MS. BROOKS: I don't think you need to say "either/or" we're talking about all nominees.

MS. ROSS: Okay.

CHAIRWOMAN BERRY: Yes.

MS. ROSS: So all nominees no matter. All nominees.

MS. GONZALES: How ever they got there.

MS. BROOKS: Nominees must--a nominee must--or nominees must?

[Simultaneous conversation.]

MS. MAKELA: The language is fine.

MS. SCOTT: The language is fine.

MS. MAKELA: A nominee must, and then you just change two-thirds to a simple majority of those seated and a quorum of the governing board of the--

CHAIRWOMAN BERRY: But the motion must also include dropping number three--

MS. ROSS: Right.

MS. MAKELA: Right.

CHAIRWOMAN BERRY: --in section one--section two, rather--

MS. ROSS: --being nominated by a seated director be stricken.

CHAIRWOMAN BERRY: And the understanding is that the typo will be amended and fixed in the first line.

MR. MILLSPAUGH: And the parallelism repaired.

CHAIRWOMAN BERRY: And the parallelism repaired. All right. That's the sense.

Could I get a second and then further discussion?

MS. GONZALES: Second.

CHAIRWOMAN BERRY: Okay. Further discussion? Yes, Rob?

MR. ROBINSON: I agree with what you said, I would just suggest that since the bylaws themselves are a little big vague on the exact number of directors that the final language be clear about the constitution in terms of the station representatives and at-large representatives in terms of the numbers, and how the process of vetting, the criteria for candidacy, the nomination process and the election process are to work in tandem in the seating process.

CHAIRWOMAN BERRY: I'm not--I mean, I understand what you're saying, but I'm not

understanding how one would say that. And it would be in the policies and procedures, I would think.

MR. ROBINSON: Then in the policy manual, just so it doesn't seem like the process is so stream of consciousness.

CHAIRWOMAN BERRY: Stream of consciousness.

[Laughter.]

CHAIRWOMAN BERRY: If this bylaw change is approved the policies and procedures, it is understood by unanimous consent, will be changed to more detailed a process consistent with the discussion that took place here today.

MR. ROBINSON: Right.

CHAIRWOMAN BERRY: Any other discussion before we vote on this?

[No response.]

CHAIRWOMAN BERRY: All those in favor indicate by saying aye.

[Chorus of ayes.]

CHAIRWOMAN BERRY: Opposed.

[No response.]

CHAIRWOMAN BERRY: So ordered.

So I was wrong, there was an executive committee report. Oh, well.

Program committee report--and I don't know what you do normally, but I think if we're supposed to have public comment at a certain time, we're supposed to have it at that time. At least that's what I do in other bodies that I serve on.

So, we're going to have to stop in a minute to do public comment and come back because we're off schedule.

Go right ahead, please, Frank.

MR. MILLSPAUGH: The program committee met on Friday afternoon for about an hour and three-quarters. And I presented a summary of what had taken place at the previous meeting and in the interim discussions we've heard from four of the managers explaining the implications that the graphic reports. Each of the managers has agreed to provide a summary of their remarks in writing to me which I will then circulate with my summary which I gave at the meeting to all the members of the Board to keep you up-to-date on progress in this project as thus far there has been progress.

And there has been. I think the issues have been framed. I'm asking that each of the--that subsequent to receiving these materials at the latest that each of the station local advisory boards take up this issue as we have started to do at WBAI to increase the quantity and hopefully the quality of the input that the committee is receiving.

We also ask that the local advisory boards and/or the station management begin to investigate the possibilities of cooperative efforts with Communications Departments at appropriate institutes of higher learning to frame research issues as to audience needs with per-student- -graduate student projects in cooperation with the communication department. And further that the--it was observed that the local advisory boards generally have no familiarity or certainly very spotty with that audience

CHAIRWOMAN BERRY: On the air at the radio station.

MS. SCOTT: On our air.

CHAIRWOMAN BERRY: Oh, I see, okay. All right. Then we thank you for your time.

The next speaker will be Mr. Dan Siegel. Please come forward.

MR. SIEGEL: Thank you. Is it all right if I sit down?

CHAIRWOMAN BERRY: Sure.

MR. SIEGEL: Good morning. My name is Dan Siegel, I'm an attorney from Oakland. I'm new to Pacifica's internal life. I've been a listener and a member and occasionally interviewed on the air, but that's it.

I came here as a representative of a substantial number of groups and individuals to lobby you on the governance decision which apparently has turned out to be unnecessary for which I applaud you and I hope that the decision--

[Laughter.]

MR. SIEGEL: --made today and yesterday really are the first step in healing some of the breaches that exist within the Pacifica community. And I have just a couple of suggestions that I would like to offer as to things that might be done to continue this process.

I think that this dispute is engendered by virtue of the fact that the local boards are so weak and that problems have developed between the local and national board. Many organizations, and I've been part of two, the ACLU and the YMCA train their local people in developing local boards. And I think that some of that training and some consultation would be very helpful.

If your local boards were strong and help you raise money, they could bring in greater support to their communities, and, frankly, you could eliminate the problem where a couple of people who are perhaps not constructive can dominate these discussions. The more people you have, the less influence an individual has.

The second thing is, and Dr. Berry, I think you are already moving in this direction, is that in my mind the more openness the better. I've worked in the public sector where everything is open. And the idea of taping the meetings, putting the minutes on the internet, putting the agendas on the internet, I mean, it can't hurt. Secrecy breeds paranoia.

I think many of the disputes that I've been able to understand within the last few weeks have to do with lack of information. And I can't imagine that there's much that this board does or that Pacifica does which really needs to be secret. And so I suggest that as well.

CHAIRWOMAN BERRY: I'll give you another 30 seconds.

MS. ROSS: I'm just letting you know when your time is up.

CHAIRWOMAN BERRY: Okay.

MR. SIEGEL: Okay. I'll be fast.

Again, learning from other organizations, the YMCA in which I have participated for many years has had to deal with an analogous problem. On the one hand you've got a concern about finances, meeting the membership's needs, on the other hand in the Y it's been adherence to its historical

purposes of helping children and families. The Y and other organizations had grappled with this problem and managed to strike a reasonable balance. Again, I think there are lessons to be learned.

Fourth, and this is perhaps simple. I've been listening for the last two days about your all confusion about the articles and the bylaws. I think that you should have your attorney and perhaps the committee redraft the entire documents so that the board and members of the public will understand what the articles and bylaws say and mean.

And finally, and, again, I think this is already under works, Dr. Berry, the idea of going on the road perhaps with Pat Scott and other members of the board, going to each community, meeting with the LABs, inviting the public in, will, I think, do a tremendous amount to heal some of these problems.

I think that an effective way, and I thank Roberta Brooks for meeting with me last Monday, is to lay out what you're trying to accomplish. These are the goals. This is the strategic plan, these are the problems. Now members of the local board may help us solve them. I think when you do that people feel constructive, they feel challenged, they make contributions, and it's harder simply to stand there and dissent when you make a demand to people to help out. And, frankly, I think the vast majority of us will be happy to do so.

CHAIRWOMAN BERRY: Well, thank you very much, Mr. Siegel, that's very helpful.

MS. BROOKS: Are any other people allowed to make a comment?

CHAIRWOMAN BERRY: What do you mean "any other people"? Oh, you mean people on the board?

MS. BROOKS: Yes.

CHAIRWOMAN BERRY: Yes, please.

MS. BROOKS: Okay. I would just like to thank Dan for his comments and hope that you will also take back to the folks that asked you to come here, that, you know, this is not some horrible organization that is out to, you know, win some power struggle but is actually working in good faith to what I believe is preserve the only institution in this country that is an independent network and provides and adheres to its mission which is to bring people together and to go into the communities that have not been heard and to bring this all together. So I would really hope that you will help with this.

MR. SIEGEL: I'll do that. Because I know that's true.

CHAIRWOMAN BERRY: Mr. Kenneth Rothchild is listed. Please come forward.

MR. ROTHCHILD: This may take slightly longer than two minutes.

First I appreciate the opportunity to be here.

MS. BROOKS: Can you tell us where you're from?

MR. ROTHCHILD: [Off mic.] I'm from Washington, D.C.

I appreciate the opportunity to be here and I welcome you, Dr. Berry. I'm glad there's some new blood coming into the leadership of Pacifica.

I personally have broadcast on WPFW for five years and before that I had done five years of broadcasting in another community station.

I am very, very concerned about Pacifica in the larger picture. I will give you a little bit of example of