

**DRAFT MINUTES OF THE INTERIM DIRECTORS MEETING
OF THE
PACIFICA FOUNDATION**

HELD MARCH 8-10, 2002 IN LOS ANGELES, CALIFORNIA

Saturday, March 9, 2002 9:10 am

Interim directors who were present, representing a quorum of the board:

Leslie Cagan, Chairperson
Jabari Zakiya, Treasurer
Carol Spooner, Secretary
Teresa Allen
George Barnstone
Marion Barry
Pete Bramson
Janice K. Bryant
David Fertig
Ray LaForest
Rob Robinson

and absent: James Ferguson, Dick Gregory, Bert Lee,

Also present: _____

The meeting was called to order by Leslie Cagan, Chairperson, at approximately 9:10 a.m. After general introductory comments, the morning agenda was summarized and the meeting was turned over to the KPFK station report.

STATION REPORTS: Station managers, LAB chairs, then respective area listener comments

KPFK: Station Manager Report (Interim General Manager - Steven Starr)

Mr. Starr indicated that upon his arrival as KPFK's interim general manager one month earlier, the climate was quite different than at present. The listeners and staff who had been involved in struggling for the station's survival, held fears and misapprehensions. One of his first acts was to reassure staff that his roll was not to walk in and begin firing staff, rather his roll was as a sixty day manager in a transitional period.

Fund-drive:

Some staff members felt that the idea of a fund drive was misguided and they were extremely resistant. Listeners were mistrustful and the staff and programmers felt ethically unable to urge listeners to send their money. All this took place in the context of a set of outrageous misappropriations by the prior administration that were then as yet unknown. In addition, this all took place during a time of mounting debt – then \$250,000 with utilities and other services being turned off for non-payment, and a transmitter operating on a crisis basis.

As an emergent measure, an understanding with Pacifica National was made – that all proceeds from the winter fund-drive would come under the control of KPFK management. This agreement was signed, it was placed on the KPFK web-site, and listeners were informed that the bank account was in place and that the plundering that had been experienced would not recur. The bulk of the staff, and the listeners responded wonderfully – volunteers flooded the lines, the doors were thrown open and the most successful fund-drive in KPFK's history took place. The current tally, still climbing is nearly \$715,000.

Robbie Osman proposed the idea of a national fund-drive to help pay for KPFK's critically needed new transmitter. A phone call between station managers, the one-day event idea was floated, and the response was phenomenal. The February 28, 2002 save-the-signal national fund-drive was an unprecedented success, bringing in over \$200,000. Thanks were offered to all for this great success, and specific thanks were offered to the board chairwoman, and to the interim executive director for their efforts.

Transmitter Project:

Southern California Edison has completed design work and the vendor will be reviewing the plans and begin building the components. The earliest the transmitter may be installed is early May. This will require another request to the FCC for work completion, but given the circumstances this should not be a problem. Also, KPFK's upgraded studio should be completed by the end of 2002 and will allow more local programming.

Programming:

Several popular programs have been brought back, including DN!, Seditious Beats now called Divine Forces Radio, and Alternative Radio. Reports to the Listener, and unscreened call in shows, community calander are back on the air, and a community voices project in cooperation with the Indymedia project is underway. A new book show is in planning. On air discussions that had not been allowed on the air for some time is now being aired. Programming collectives are working to bring specific voices to the air including that of Asia and the Middle East. The LAB is now involved with management in an unprecedented cooperative way to bring other collectives to the air. Mr. Starr encouraged everyone with knowledge and interest to bring their views to the LAB.

Personnel:

Several have decided to move on, and to replace people in the positions now vacant, job postings have been placed. Mr. Starr stated that as he was an interim manager, he was leaving long term personnel decisions to the incoming permanent manager. On an interim basis, several have been hired, including Andrea Buffa, Armando Guidnino, and Sonali Colfidar.

Programming councils have been welcomed, along with criticism. KPFK is presently working to co-sponsor a forum with the Paul Robson Center to deal with on-air racial stereotyping and racial slurs. It is hoped that what is learned can be aired on KPFK.

Mr. Starr stated that in his view self-promotion and personal attacks have no place on KPFK, but political differences do have their place and he will work to have various views be aired.

Mr. Starr also stated his awareness that people of color in the community have issued criticism that he was not working quickly enough, or that their concerns were not being properly addressed. He wished to make it known that he was committed to addressing those concerns.

Mr. Starr expressed thanks to all for the extraordinary privilege of working with them in rebuilding KPFK and the Pacifica Foundation.

KPFK: LAB Report (David Adelson, KPFK LAB Chair)

On behalf of KPFK's LAB, Mr. Adelson thanked Mr. Starr his excellent and difficult work. He explained that KPFK's prior administration had created an exclusionary environment and that in the transition, many large jobs were therefore thrust into the hands of only a few overworked people. Also, for the same reasons, the community currently suffers under a split between those within the station and the listeners; that needs addressing.

Programming:

Mr. Adelson noted that since 1995 there have been many shows that were produced on a monthly basis that were eliminated by daily productions. He noted that a single daily show removes twenty-one from weekday monthly production, but he wished to make it clear that he was not necessarily advocating for removing any present time-slots, only that new thinking was required. He also noted that the five-year plan of the previous foundation administration included the replacement of volunteers with paid programmers, in order to create larger audiences. What is now primarily required is expanding participation rather than expanding audiences.

General Manager Search Process:

KPFK's LAB adopted a modified version of a proposal made by members of the Free Pacifica Neighborhood Network in Los Angeles (FPNN – www.fpnn.org). The revised proposal calls for a search committee consisting of: three member of the LAB (including the national board representative), three members of the FPNN – chosen by them, three members of station staff – chosen by them, one former programmer – banned or fired by the previous administration, and five at-large members from other segments of the community. Mr. Adelson stated that Mr. Starr was looking for this process to move forward rapidly.

Technological issues:

KPFK's LAB has strong interest in developing a mobile remote unit developed to cover live events around the city and to increase KPFK's physical presence throughout Southern California, especially in communities of color within the signal area.

Mr. Adelson issued a personal opinion that a more comprehensive approach to coverage of Pacifica events – present and historical – must be accomplished. He then turned over the LAB report to Lydia Brisson, co-chair of the Community Needs Assessment Committee to discuss LAB elections and the consultative process that will lead to them by year's end.

Lydia Brisson: LAB election process:

The Community Needs Assessment Committee decided that a series of pre-electoral consultations, or consulta, with KPFK's community would be undertaken, to eventually hammer out issues related to the upcoming LAB elections. As the listening area is large – approximately

twice that of Berkeley, time is a critical issue especially in light of the transmitter that is not functioning up to capacity. The board was asked to provide flexibility with the initial bylaws rewrite in order to achieve at least the first step in the democratic restructuring of the network.

KPFK: Community Comments

Ms. Cagan explained that the comments would begin with five people who were removed, fired and/or banned from KPFK.

1. Ron Wilkins, activist, past producer of continent-to-continent, removed from KPFK six years ago, past national board member: Noted that ethnic and political cleansing had occurred within Pacifica. Now hopeful, and wish to be returned to the air. Condescension and paternalism must stop; parity must be present in this new era.
2. Arturo Lemis, removed as part of a 1984-85 reduction in Latino programming. Wishes to see new stations develop in minority and under-served communities, and thanked the board for the opportunities now present.
3. Kenneth Deda-Kemathi Carr, activist, former national board member, former chair and vice chair KPFK LAB, and producer of “freedom now.” Has volunteered at KPFK for nine years, and helped organize a KPFK boycott for over five years. Given Pacifica’s new administration, that boycott was terminated and Mr. Carr submitted a paid subscription to the board. He also submitted a documentary on the banning of African programming and programmers at KPFK entitled “The Pacifica Deception.” Stated that it is racist for whites to determine solely which voices from the black community should be heard. He detailed attacks made on him following statements he made on KPFK’s air that were taken to be anti-Semitic. He asked 1) that all files that relate to banned programmers be made available for review, 2) that an objective process be created for the review of all cases where allegations of racial, religious, gender or class chauvinism occurred, and that a process of reconciliation be developed, 3) that all banned programmers at KPFK be reinstated, and 4) that people of color throughout Pacifica (paid and unpaid) achieve parity in all areas of the organization.
4. Fernando Velazquez: Noted that the only Native American program produced on KPFK was removed and should be returned. Programming during the drive-time hours should not be exclusive to white people. Offered a view of national history that wars are fought primarily to remove wealth from other peoples – predominantly people of color. Those who fight those wars become indoctrinated and return to this society with racist views. Those views permeate society – including Pacifica. He suggested that Pacifica programmers of color find that their typical hours are non-prime, which results in fewer listeners to those programs. Because less fund-drive money can be generated at those times, the belief is perpetuated that people of color programming must remain in less sought after time-slots. He stated that KPFK’s behavior has recently worked in support of United States policy explaining that the US uses Israel as an oil production area security guard, paying for that service with financial support, and KPFK fills six of its eight hour drive-time slots with programmers who are Israeli-US citizens. He concluded by congratulating the current board on its first steps and its potential, but insisted there is a great deal to do, and a great deal that needs fixing.
5. Jonathan Martinez, a purged KPFK Chicano programmer, worked with LA Coalition for Free Speech Radio, and worked with the LA staff on the Pacifica Campaign: He offered his concern and criticism that although many of the wrongs were corrected at WBAI, the other four stations have been heretofore ignored. He also advised that clarity and openness are

required in any decisions upcoming. Requested that bilingual-Spanish language programming be returned to KPFK air during the old Saturday 5 p.m. time. Cultural diversity within KPFK must reflect the demographics of the community. Mr. Martinez stated that some people currently on KPFK's staff are anti-labor, and are not supportive of Pacifica's mission. He Martinez called for review and removal of those who are unable to fulfill the mission.

6. Leda Shapiro: spoke for the return of "Folk-scene" to its Sunday night time-slot.
7. Peggy Webber, California Artist Theater KPFK past programmer for three years: Stated this program was removed from KPFK without comment, and that it remains popular elsewhere.

Mr. Starr spoke briefly offering a global apology to all the programmers who were removed and that he will be reviewing all these and other cases.

8. Grace Lee, member of the Pasadena Chapter of the Free Pacifica Neighborhood Network: Recently attended a student activist forum where many had heard of DN! - many hearing it only on the web after they had abandoned KPFK. Many responded with interest in hearing of the recent changes within Pacifica, and expressed interest in returning to KPFK.
9. Sally Marr, long time community activist: Offered Mr. Starr her thanks for the recent work. Suggested three important qualities that the permanent manager should have 1) media knowledge, 2) have people skills, 3) must be very articulate. Advised forgiving past transgressions, and moving on given the dangers we all face currently.
10. Don White, KPFK LAB member: Expressed his thanks to people throughout the network in the day of solidarity. He complained that the process of selecting an interim station manager was not open, but he applauded that selection in any case. He stated that people within the station were learning and were certainly not all enemies of the progressive changes now ongoing. He offered his support and the support of the Hollywood-Echo Park Chapter of the Free Pacifica Neighborhood Network to moving the national offices back to Berkeley.
11. Rafael Renteria, former program and news director at KPFT: Stated his concern about the Mission Commission being reserved for a select group. Offered a summary of the official position of the South Central Coalition of Los Angeles regarding KPFK programming: All programs aired (public affairs and music) must speak to the current societal issues of globalization and its cultural impact including the resurgence of racism, sexism and of classism, and the "wars on terrorism and drugs.
12. Leone Hankie, Southern California Fair Trade Network: Thanked Steven Starr for the work that he has done. Celebrate diversity and radical democracy within our ranks. Recognize that dissent is healthy, including staff still present at KPFK that do not agree with several others of us. Suggested that Larry Bensky be returned, that Radio Z Magazine be brought to the air, and that multiethnic programming be broadcast.
13. Farrow _____: Essential changes are needed at KPFK after the impact of the five-year plan by the previous administration. Concern was voiced that decisions are not being made in the open and that what is currently aired is tokenism only.
14. Peter Dudar, Coalition for World Peace: Spoke for the coming of Native American Programming at KPFK. Complimented Steven Starr for his work. Noted that Pacifica news continues to air people within the D.O.D. with counter-voices of those representing peace.

15. Curtis Hanum: Cautioned not loosing sight of environmental programming, and suggested that political programming be aired at 10-11pm as well.
16. Juan Jose Gutierrez, representing Service Employees International Union and the Coalition for Immigration Reform: Called on the board to consider sponsoring pro-immigration reform programming.
17. Dr. Vicky Huffnagle, representing several health related organizations: Reported that her voice was silenced on KPFK, but thanks to Amy Goodman, several important health related stories were aired. Asked that KPFK air a hard-hitting program about medical issues.
18. Lorainne Mirza, purged programmer of "Islamic Perspectives" on KPFK: First offered tribute to Michael Taylor, who died violently trying to establish a pirate radio station in the community after he was purged and banned from KPFK. Asked that she return to KPFK and that the program "Islamic Perspectives" be returned to the air.
19. Shakin Saheed, representing Muslims in Southern California: Requested that Ms. Mirza's program be returned to KPFK.

KPFA: Station Manager Report (Interim General Manager - Jim Bennett)

Thanks were offered to everyone for their support with special thanks to KPFA's LAB, and to each of the four other interim general managers, and to the general manager KFCF in Fresno, California for all the work done to date. He also spoke to moving the national offices back to Berkeley, the birthplace of the foundation.

Fundraising/Financial Issues:

Mr. Bennett reviewed KPFA's just completed fund-drive – the most successful in its history, raising nearly \$833,000. He commented that it is important that those who have returned to Pacifica after being disenfranchised continue to see that they have a place in the newly recovering foundation.

With KPFA recently being given more authority over its own finances, there has developed a marked increase in financial clarity in its dealings. As that clarity has continued, it has become possible to plan ways in which the station could lend help to the entire network. An example is KPFA's ability to provide KU satellite services at no charge to the rest of the network.

Mr. Bennett suggested that given the current burden present on stations, the amount of money levied from stations for national expenditures be decreased and be used for national staff support only. As an example of present conditions that require attention at KPFA, he mentioned that several key staff positions at the station remain unfilled for lack of local funds.

Finally, Mr. Bennett suggested that the other stations consider using KPFA's apprentice program as an example, and consider building programs of their own.

KPFA: LAB Report (Susan DeSilva, LAB chair)

Ms. DeSilva briefly summarized the KPFA LAB as consisting of twenty-two elected members, fourteen listener members, two paid and six unpaid staff, and that it holds regular monthly meetings with the listening public encouraged to attend and to participate.

She related that an upcoming March LAB meeting was pending, at which time LAB goals would be discussed and agreed upon, and when committees and agendas would be created. She stated that all members agree that the LAB is committed to diversity in every aspect of station and LAB functioning, and that station programming must be accountable to listeners. To help accomplish that a correspondence committee has been established to track and distribute input from listeners, and a just completed community needs assessment study would soon be made available with new assessment needs meetings to take place. The LAB plans to keep the public informed of progress made via regularly scheduled KPFA LAB broadcasts.

The LAB intends to advocate for the introduction of new programs in response to special events, and to the needs of under-represented members of the community. Two newly seated community representatives (Andrea Buffa and Willie Thompson, with Tracy Rosenberg, alternate) have begun serving on KPFA's program council, and a KPFA LAB member will join as well. A programming committee, composed of LAB and community members was being formed, to help develop new programming and to influence program council decisions.

Ms. DeSilva related the LAB's intention to develop closer ties with the each of the other four LABs as well as with the national board, and to help in the process of rewriting Pacifica's bylaws.

She noted that the recent struggles have resulted in a very positive outcome at KPFA – community listener/activists have developed a new sense of ownership. That understanding has led to democratization of the LAB, and to work toward democratizing the entire network.

A general manager search committee was then being established by the LAB to seek a person who would continue the transformation and restoration of the station, and work toward greater independence from government and from corporate influences through a renewed adherence to Pacifica's mission.

Ms. DeSilva stated that KPFA must improve its service to varied communities including people of color, women, third-world people, gays, lesbians, transgender people, prisoners, station listeners in diverse geographic locations, and young people.

She referred to a written KPFA LAB report that had been given to the board, stating that it included steps that the national board could take to avoid ever again losing control to outside forces, including that the foundation must democratize at all levels from the bottom up. She concluded by relating the LAB's strongly held opinion that the board vote to return Pacifica's headquarters to Berkeley as soon as feasible.

KPFA: Community Comments

1. Signey Matson, long time listener: To listeners -- keep the donations coming and please participate in any way you can. She offered love to the Israeli refusenicks and she urged the same behavior in the US military and offered hope that a way could be found to refuse tax money given by the public to support current military operations.
2. Stan Woods, recent elected member to KPFA's LAB: Criticized the KPFA news department in its selection of terms used including the inappropriate use of the word "terrorist," as

designated by the government and corporate media. Other inappropriate terms: “replacement workers” for the correct term “strike-breakers,” “pro-life” for the correct term “anti-abortion finatics.” He noted that for now, the barbarians have been pushed from the gates, but also noted that danger remains from within from less nefarious people who see working at KPFA as an ordinary job, where in truth, working within Pacifica is a privilege and must be treated as such.

3. Gail Blaisy, elected LAB member from Winters and member of the Sacramento Listeners’ Group: She thanked KPFA and Pacifica for airing the meeting, and for the recent national day of programming, but offered criticism that the critically important KPFA program council has chosen to have its meetings held privately and during hours when most of the public could not attend in any case. She stated that the LAB has attempted to get its monthly meetings aired on KPFA for an entire year – without success. She urged the board to take action in demanding that all national board meetings are aired and that each station have at least one LAB meeting broadcast per month.
4. Willie Radcliff, vice chair KPFA LAB: Stated he had tears in listening to how the prior banned had been treated and upon hearing details about Pacifica’s current debt. He stated that more local autonomy was needed to avoid similar occurrences in the future. He demanded that Pacifica’s headquarters be returned to Berkeley, noting that there are no other communities that could have brought out into the streets thousands who remained there for the several weeks that were required. He concluded that there are people who belong in prison for selling out the foundation and for their theft of the public’s money. He strongly advised downsizing the national board’s power and returning control to the stations.
5. Andrea Buffa, Media Alliance: Spoke to moving the Pacifica headquarters back to Berkeley, especially in light of there being office space created for that purpose that was vacated when the office was moved under cover of darkness by the previous administration. She also addressed the fact that racial tensions are present within Pacifica, and that Pacifica’s leadership must come from all these groups.
6. Chandra Hauptman: Presented a Coalition for a Democratic Pacifica resolution that the national offices be returned to Berkeley as soon as is feasible. She mentioned that there is funding available to help move the offices, that there is rent-free space available, and that the community will embrace that return.
7. Curt Gray, elected member of KPFA’s LAB: Mentioned that one of the LAB’s tasks is to help KPFA transform its structure and programming with a minimum of conflict. He spoke to the need for paid organizers among the stations using the Pacifica Campaign as an example of success. Mr. Gray suggested an historical review of the strategy of national programming that the prior board adopted in the mid-90’s to avoid mistakes being repeated. He stated that this history must be discussed on the air.
8. Lauren Coodley, Napa county educator: Cautioned against casting negative or pejorative comments about new management at the other stations. Also commented about the current KPFA news department, and about the poor quality of public affairs coverage at the station. She asked that the national board offer guidance on how to adapt programming at all the stations.
9. Jeff Blankford, programmer at KPOO in San Francisco, and Pacifica Affiliate KZYYX in Mendocino, founder of SavePacifica in 1993 and Take Back Pacifica in 1995. Noted

incestuous relationship with the Democratic Party establishment and that criticism is never offered by the KPFA news department or criticism heard on the Morning Show.

10. Maria Gilardin, elected member of KPFA's LAB: Noted she was the first to be banned in 1993. Thanks were offered to those who offered their support during her banning (Roy Tuckman, Samori Marksman, Ron Wilkins), and listed several programs that were removed from KPFA under the past administration. She stated that several staff members still present at KPFA agreed to several programs being removed in order to "professionalize" the sound, and that they stated as a reason to ban some from the station that they had "been there too long." Ms. Gilardin noted the irony that those same people have now been on the air for much longer than those people who were banned. She commented on the debate between music vs. public affairs programming and stated that people in areas of the world have been murdered for speaking truths over the radio. She suggested that it is the primary mission of Pacifica is a forum for free speech.
11. William _____, long time activist and KPFA supporter: He spoke briefly to the return of the national office to Berkeley and the return of previously removed black, and other under-represented people's programming.

KPFT: Station Manager Report (General Manager – Duane Bradley)

He recalled that he was just hired February 6th after being banned from KPFT in 1991, after serving there as KPFT's program director.

Fund-drive/Financial issues:

The fund-drive scheduled for January 31st was cancelled after the last General Manager resigned one day before the last national board meeting. That rescheduled fund-drive was to begin four days later and would be continued for two weeks with a goal of bringing in \$200,000. Mr. Bradley noted that a great deal of healing is needed in the community where factions have been loosely represented as dissident public affairs people vs. an old-guard, Sounds of Texas crowd. A great deal of his time has been spent in that healing process.

Staffing:

There were three full time employees at KPFT when Mr. Bradley began as GM – Engineer, development director, and a promotions manager along with two part time employees. Mr. Bradley brought back the former business manager who had been forced to resign. She is also handling the membership coordinator's duties. An interim program director was just added to offer immediate assistance with a formal posting for that job pending.

Everyone is wearing at least two hats at the station to cover all the jobs that need doing. There is no current news department, which will be addressed when time allows. There is a volunteer programmer staff of approximately seventy people, and approximately twenty more people who assist behind the scenes in clerical, maintenance, and administrative capacities. A volunteer training program is being started, and a search process is underway, with help from members of the LAB to re-institute an intern program with the local universities in Houston.

Current Issues:

Under the previous station manager at KPFT, people were told on air and off that those who were then "on the outside" were violence prone radicals, who would remove all music from the station and bring radical content to the air only. Mr. Bradley stated that much of his time has been to go into the community and begin rebuilding a sense of trust.

Programming changes that have occurred include the airing of Free Speech Radio News (on Mr. Bradley's first day on the job), the removal of a noontime weekday music show, and the airing of public affairs programming from Pacifica's archives in that timeslot. In addition several shows have been aired, having been taken off the satellite and the net including "Between the Lines," "Making Contact," "Behind the Headlines," "Counterspin," "TUC Radio," and the KPFA production "Flashpoints." Mr. Bradley asked anyone with influence over KPFA's program council to lobby for removal of the first five minutes of KPFA's local news tagged onto Flashpoints.

Other issues include how to more fully implement Pacifica's mission, how to serve the larger community including the Latin and black communities - which together represent the largest fraction and are currently under-served. The Asian community is likewise not being served - there are no current KPFT programs geared to them. The LAB is active in outreaching currently to rebuild the connection that is potential.

Facilities/Infrastructure:

There is a translator in the Galveston area that needs work. KPFT's transmitter is currently running under 40,000 watts whereas it once operated at over 100,000 watts and is being dealt with. A heat pump in the broadcast area is currently malfunctioning and will eventually be worked on.

The production studio has become an active area with a new training program underway.

Other issues:

Regarding the national office, they have been very helpful, but Mr. Bradley asked that paperwork be turned around faster if possible.

Mr. Bradley issued hopes that 1) the Pacifica Archives would move quickly toward a more accessible resource through digitalization, 2) the national office would soon be returned to Berkeley, and 3) that a printed folio would return to production and distribution.

Finally, he commented that he has discovered that there are many missing document files that have been discovered, including very late quarterly filings, and a very large body of entirely missing documentation. That lost documentation is currently being reconstructed with the help of national office staff.

KPFT: LAB Report (Deb Shafto, LAB chair)

Ms. Shafto noted that since the last national board meeting, a great deal of energy had emerged at KPFT. The LAB and iLAB merged successfully, LAB officers were elected, and a general manager search committee was formed before a manager was in place. She related that the new general manager is highly regarded and that the work done to date has been outstanding. She related that three general meetings had been held to date with 200-300 people attending each, and during which a good deal of opposition was expressed. She stated her opinion that the opposition

was the result of the community having been split under prior station management where the under-served were dismissed, leaving others to want the station to continue as a musical entertainment vehicle only. To address this problem, the LAB has begun a very successful process of breaking into several groups of two people each at the meetings, and taking comments from all those attending. Those comments are then collated and are addressed.

Several LAB committees are now at work seeking new programming and reviewing current programming, working to organize community volunteers, and working in community outreach.

FSRN reporters are now training and using the facilities and following the passage of a LAB resolution, volunteers have begun the process of looking into the long range process of building a local news department.

Ms. Shafto mentioned that a very successful peace festival was recently co-hosted along with KPFA, which was attended by approximately 1000 people who joined to hear music and messages of peace. She noted that there were bridges built at that festival between previously separate segments of the local community.

The LAB looks forward to a more thoughtful mode of operation, as opposed to one of constant crisis, where mission based programming can develop in a planned way.

Outreach remains the most important current function and it is hoped that town hall meetings will be held regularly to aid in that process.

Finally Ms. Shafto stated the importance of cultivating local affiliates to expand programming to distant communities in Texas, currently under-served.

KPFT: Community Comments

1. Michael Pimentel, current KPFT LAB member, member of Houston Committee for People's Radio, one of the founding members of the KPFK listeners group: Pointed out that the "Day of Solidarity" broadcast by the other four stations in working to support the replacement of KPFK's transmitter, was only broadcast over KPFT for a short period. Mr. Pimentel asked the board to support the KPFT LAB resolution to create a KPFT news department with funding.
2. Mark Wild, member of the KPFT LAB, and one of the charter members of Houston Committee for People's Radio: Noted how mellow this meeting was - no security guards, no police, and that it is being held in a school gymnasium rather than a posh hotel. Mr. Wild complimented the new general manager, Duane Bradley, on the job he was doing, and noted changes made are necessarily incremental. The progressive community was urged to avoid fractionalization and lost energy at this time.

WPFW: Station Manager Report (Interim General Manager – Tony Regusters)

Mr. Regusters became the interim GM in the first week of February 2002 and stated he found the station "rudderless, and sounding more like a top forty vehicle than a Pacifica station" and found the workplace "...toxic and poisonous..." He described the old station as a place where "psychological intimidation and threats were used as a modus-operandi for employee and community relations." He stated that he moved to create a healing from within and immediately demanded that employees act respectfully toward one another.

Mr. Regusters related his meeting with the staff during his first week and explaining that he intended to be fair and to make any necessary programming changes with thoughtfulness and consideration. He stated that he explained to the staff that although jazz would not be completely removed from WPFW, but that programming changes were required to establish a balance of music and of progressive voices.

Pledge-drive:

Mr. Regusters noted that staff expressed a new, mission oriented sense in their on-air requests for donations, and he announced that WPFW reached its pledge goal of \$350,000.

Staffing Issues:

Currently the station is without an engineer/operations manager, and is without a program director.

LAB Relations:

Mr. Regusters stated that it was one of his top priorities to reach out to the chair of WPFW's LAB, Mr. Hussein and to formally invite the LAB back into WPFW, after it had been illegally banned and locked out by the previous general manager. The LAB was reassured that it was his intention to restore progressive voices to WPFW, but at the same time as an African-American community, from which jazz was born, he would not remove this music form from WPFW's program schedule. He restated his goal of building bridges and reestablishing balance.

Technical problems:

There are currently several problems including some that are significant, including a nitrogen leak at the transmitter site.

Summary Remarks:

Summarizing, Mr. Regusters stated that earlier comments he made that he could not please everyone was a cop-out, and that actually he does believe he can please everyone, but only if everyone works to please everyone else. He dedicated himself to acting fairly and deliberately, to build bridges and consensus, and to act within the new Pacifica paradigm of democratization.

He stated that he foresaw the LAB as a "model for positive, powerful, and progressive community relations in Washington, DC, a troubled city where many in the African-American community have been economically and politically marginalized, and where the specter of young, white gentrification looms heavy over the community, like the sword of Damocles in a city of taxation without representation. Blacks are distrustful that the white progressive movement is preparing to attempt bringing a gentrification of the airwaves to WPFW."

He concluded stating "89.3 is going to be a place where all who listen may learn and grow."

WPFW: LAB Report (Sam Hussein, LAB chair)

Mr. Hussein first thanked Mr. Regusters for his work in stepping into a toxic environment where progressive programs were highly censored. He stated that the community still does not understand Pacifica's recent history, and what Pacifica means to the communities it serves.

The LAB, consisting of 14 members, has recently generated a series of proposals that included a general outline of suggested programming, to deal with war and militarism, economic inequality, the prison-industrial complex, and corporate globalization. A community needs assessment report was concluded in 2001, and the LAB hopes to complete a second one this year. A series of meetings were held at the Martin Luther King Library, in downtown Washington, D.C., where people were asked about what kind of programming would they like to hear on WPFW. A large majority stated their number one wish to hear more locally produced reporting of news of community concern, and number two was having more public affairs generally, followed by more news on demonstrations, activism, and progressive movements.

Mr. Hussein related that just that week Mr. Regusters reintroduced regular community announcements to WPFW, prior to which community groups had been systematically shut out. He also stated that there is no local news produced at WPFW; there is currently only an occasional “rip-and-read” off of the AP wire.

Mr. Hussein stated that the LAB welcomed the national day of programming in support of KPDK’s transmitter, and noted that WPFW aired it in full. He further described LAB enthusiasm that the event might lead to future national shows in which local programmers would be given a national stage and where stations would likely welcome programming produced elsewhere since they would be granted the same production opportunity.

LAB Tasks:

The LAB is currently looking into a process of searching for a permanent general manager. Mr. Hussein expressed gratitude to Mr. Regusters for stepping into the role of interim general manager, but noted he was hired very quickly, without LAB/public comment or inclusion, and that the search for a permanent manager should be inclusive and open.

Mr. Hussein expressed his belief that there is a craving for more music that is politically relevant, for jazz and blues, and other musical forms, where their legacy speaks to political consequence and relevancy. Mr. Hussein related the irony of the previous station management “going to jazz” as a mechanism of censorship... of using that musical form that speaks against oppression, as a means to oppression.

The LAB must become more proactive and this will be difficult given the systematic and gradual “dismemberment” that WPFW has experienced. Many were fired and banned long ago and that fact makes it more difficult to bring them back into the process. Mr. Hussein expressed the belief that with as changes are implemented, and as Pacifica’s mission is stated over WPFW’s air, many talented and the committed people will be attracted back to the station.

The programming committee wishes to be certain that the programming reaches out to all ethnic groups including the African-American community, the Arab-American community, Asian-American community, and the Latin community that has expanded greatly.

WPFW: Community Comments

1. Frank Wagner, WPFW LAB member: likened WPFW to a polluted river, although noting that DN! and Free Speech Radio News is now being broadcast. He pointed to a current programmer who also works for a non-progressive newspaper and holds non-progressive views. He stated that in order for change to happen, some of these people must be removed.

Mr. Wagner complimented Mr. Regusters in coming into a “fire-storm,” but stated it was important that progressive changes come to the station quickly. He also commented that Marion Barry was a recently interviewed on WPFW (Ambrose Lane, 2/1/02) and stated that the WPFW LAB was self-appointed, and was a close-knit group who via friendly contacts, got themselves onto the board. Mr. Wagner stated that this was “total nonsense” and before coming into WPFW most people had never knew one-another.

2. Rheem Catrudor, Washington DC Pacifica activist: Progressive programming is especially needed in Washington, D.C., given the progressive community’s fear of speaking out since the events of 9/11. The progressive community needs to be empowered and several as yet remain unaware of the changes that have occurred. It is important that the board give priority to WPFW given the current events. Because broadcast programs provide a safe-haven for people to open up and speak their minds, as that programming is changed it is important to pay close attention to all those who presently remain silent. If that attention is not paid, those communities of people will remain alienated.

Board comments:

Mr. Barry complimented Mr. Regusters’ work, and spoke to Mr. Wagner that the on-air comments referred to, were based on comments that he had received from others.

WBAI: Station Manager Report (General Manager – Valerie van Isler)

Crisis upon the staff’s return:

Ms. van Isler spoke about the damage done over the recent months under the last administration. She estimated that 4,000 of WBAI’s listener/supporters were lost, and that prior to the 9-11 events, audience figures had declined by forty percent with revenue down by approximately \$500,000 as compared with the previous year.

She noted that WBAI’s staff returned to the station finding it in profound crisis with back bills of approximately \$350,000, and no money available either as cash or credit. In the first week following the return, staff was confronted with the threat that power to the transmitter would be cut, in the second week phone services were to be cut, and in the third week, AP newswire services were to be cut off.

A quick evaluation found that there Pacifica station budgets were nonexistent, and that the previous board had failed to generate any fiscal planning whatsoever. Two weeks following the staff’s return, the independent audit review revealed that the network was deeply in debt, nearly \$5 million.

Initial crisis response to the financial crisis:

WBAI’s doors were opened and community voices that had been shut out were again heard. A Martin Luther King, Jr. holiday was declared, and the community responded with \$60,000 in donations for that one day signaling that the community was still supportive now that a new openness was evident.

Under the new board’s guidelines of returning local control a set of local accounts were established, and shortly after the decision was made set a high goal for the upcoming winter fund-drive. The response was enormous with \$1 million raised. An estimated several thousand

listener/donors that had been lost were recaptured, along with many new subscribers, and returning major donors.

Ms. Isler noted that despite WBAI's initial success, the current crisis will continue for some time and will require careful national office documentation and planning. The options available include cut backs and raising additional revenue, both of which were said to be required. She underlined that this could only occur with full transparency, and in that regard regular management and staff reports to the listeners will occur, along with regular LAB reports.

Staffing and issues:

Ms. van Isler spoke to the diverse WBAI staff and noted that inappropriate and damaging racist comments had been made at WBAI preceding the settlement and return of the full staff.

An agreement was reached with AFTRA, currently representing WBAI's paid staff, that voluntary separation packages would be offered to all paid staff. Upon their request, the deadline for accepting those packages was extended and eight people elected to accept. All paperwork was completed on or about February 15, 2002.

Other staffing issues have revolved around programming changes made, and staff terminations for several reasons. To effect those changes, and to deal with the rage that was present in some of the staff, a conflict resolution specialist was hired and discussion and negotiation began. In addition, lateral transfers of staff in mission critical positions were required and negotiated.

Several extraordinary producers, journalists, and staff members who had been banned and were now back on the air were listed and celebrated, including: Bernard White, Errol Maitland, Robert Knight, Janice K. Bryant, Mimi Rosenberg, Ken Nash, Bob Fass, David Rothenberg, Bob Lederer, Mike Fader, and Al and Karen Lewis. Also, the brilliant progressive voices of Howard Zinn, and Noam Chomsky were again heard on WBAI during the recent fund-drive.

There are programming changes underway, and WBAI is reestablishing the program council as an advisory forum.

Final remarks:

Ms. Van Isler estimated that approximately \$20,000 is needed for equipment repair and updating, and another \$20,000 is needed for completion of the performance space. Because WBAI was only ten blocks from the world trade structure, it was economically impacted; talks are ongoing with FEMA and other disaster relief agencies about aid funding.

There have been many meetings with the LAB and it is stronger than ever. She vowed to never allow the LAB to be locked out again. She also vowed that a regular monthly report from the LAB would become a reality.

Ms. Isler related her decision to step down as WBAI's general manager to work within Pacifica national within the subsequent few months.

WBAI: WBAI Committee Report (Anthony McCall, Chairperson)

History of the committee:

The committee was created by the newly constituted Pacifica National Board during its first meeting in December 2001. Because a majority vote rather than the required balanced majority or 2/3'rds vote level was reached, the question of whether the committee would be formed required the judge's decision. The decision to support the majority vote was issued and the committee was formed in January 2002. The committee is composed of four members from the PNB and five members from the LAB, and it was tasked with looking into the crisis at WBAI and was to generate a series of recommendations on how to rectify the problems discovered.

Recommendations and progress [See Appendix, #1 for full text]:

1. Immediate removal of WBAI's acting manager, Robert Daughtry. (This has been done.)
2. Return of all fired, banned, suspended and otherwise removed people as of December 22, 2000. (This has been done.)
3. The lifting of all banning orders. (This has been done.)
4. a) WBAI LAB, staff representatives, and the acting executive director were to participate in a performance review procedure for Valerie Van Isler. (Presently incomplete.)
b) Human resource specialist was to be brought in. (That has been done.)
c) Study creative management schemes. (Not yet completed, but materials have been received.)
5. Preapproval by a special committee of all hiring and firing, and review of all union negotiations, contracts, etc. (This is ongoing.)
6. a) Voluntary recognition of unpaid staff under protection of the NLRA.
b) Recognition of paid staff under union representation.
c) Recognition of unpaid staff under union representation.
7. a) LABs to hold regular public meetings at the station. (That has occurred and is ongoing.)
b) Management is to provide regular fiscal and administrative reports to the LAB. (That has occurred and is ongoing.)
8. The ED is to work in cooperation with the committee to impliment policies in a manner consistent with Pacifica and the law. (That is ongoing.)

LAB roles:

The LAB has drafted enabling language that permitted a rapid transfer of authority at the station, and has been made a designated facilitator of the complex transitions underway at WBAI. Regarding those transitions, committee members have met formally and informally with staff members, with the WBAI human resource specialist and with the executive director as well.

Other committee actions:

Pursuant to the board resolution passed in January, the committee has been involved in policy implementation by collaborative work with national and station management on personnel, union, financial, staff, and listener accessibility issues.

The committee has also acted as an official monitor of the events underway.

Mr. McCall offered his personal view that the committee should dissolve once three tasks have been fully completed when there is meaningful staff and listener participation in 1) on-air programming, 2) in-station, magnet, and outreach initiatives, and 3) affirmative search and hiring functions.

Finally, Mr. McCall offered his compliments to Valerie van Isler, for her performance and her calm response to very stressful situations at WBAI.

WBAI: LAB Report (Miguel Maldonado, LAB chair)

Mr. Maldonado began by thanking all of the Spanish language listeners in that language, and thanking those involved with WBIX for their work. On behalf of the WBAI LAB, he thanked the board for their passing a resolution at the January 12, 2002, board meeting mandating the return of programs and staff who were banned, fired, and removed from WBAI during the preceding thirteen months. Thanks were then given to the current station manager, Valerie van Isler for the support given the LAB and staff. He noted that the new staff-management relationship was cooperative and positive.

On January 14, 2002, with WBAI's doors reopened, the LAB reentered the station along with the public, and began having meetings in the station. Between January 14 and early February, the LAB held two meetings that were open to the public during which time four new LAB committees were formed. The first committee was just discussed by Mr. McCall. The second was tasked with fund-raising for the production of a WBAI Folio, which has not been produced in many years. That committee is headed by Rashida Abubaka. The third is an exploratory committee consisting of representatives from the national board and from the listening public. Its task is to exchange and collect ideas regarding the democratization of WBAI, to include a rewrite of its bylaws to reflect Pacifica's mission.

The LAB is also involved in an outreach committee, headed by Mr. Maldonado, whose task it is to go into the community and explain WBAI's community roll and why they need to become active to enable changes to be made from the grassroots level, up. This campaign has begun to reach out to hundreds of organizations, including those involved with students and youth, with labor, and with immigrants.

WBAI: Community Comments

1. Carolyn Birden, from the WBAI Elections Committee and the Coalition for a Democratic Pacifica – NY: Spoke to the resolution brought, asking for help with elections. Specifically requested was a coordinator to help run those elections, similar to what was done in Berkeley.
2. Errol Maitland, DN! staff: Offered compliments and thanks to Valerie van Isler, who he explained “caught hell” for her behind closed door fight to save WBAI from the previous administration that sought to destroy it along with the entire network. Thanks were also offered to Samori Marksman, Bernard White, and others for their valiant battles.
3. Mimi Rosenberg: Spoke to the racial turmoil in NYC resulting from the acquittal of the police officers involved with the attack on Abder Luema. She explained that she brought this topic up after her experience at the airport in coming to this meeting where the only person within the delegation to be spot checked was an African, Muslim woman, and that this was considered to be indication of endemic racism. She strongly suggested to the board that the board work to increase diversity in its own ranks, and that an affirmative action statement be made relative to seeking a new general manager. She also cautioned that relative to the Mission Commission, and any other working groups, people of color must participate in primary roles. She concluded with offering thanks to Ms. Isler, and to others.

4. Bob Lederer, one of the previously banned producers: Offered thanks to the board for their work. Spoke to celebrating the return of heretofore banned programs that are vitally important to the community. He thanked all of the listener/activists, the board, the LAB, to Bernard White and to all the others who have supported and defended the station and the Pacifica network.

Lunch Break

Saturday, March 9, 2002 – Afternoon Session

FINANCE COMMITTEE REPORT

Treasurer's report – Jabari Zakiya

Ms. Cagan explained that the controller, Yazmine Brian, took ill and could not come to the meeting. The meeting was then turned over to the Mr. Zakiya, the board treasurer.

Introductory remarks:

Mr. Zakiya likened Pacifica to a patient in intensive care - in danger but manageable. As an example of Pacifica's ongoing viability, he noted that the just concluded fund-drives yielded \$3 million with one fund-drive still to go.

The accounting system now in place is not functional and is being restructured. The goal is to have a uniform set of policies and practices in place that will allow appropriate monitoring and planning, and timely responses. A finance committee is being created that will include members of the board, business managers, LAB members, and other interested people.

Revenue:

Pacifica operates on approximately \$12 million per year, eighty-five percent of which comes from the listeners via the fund-drives, \$1.2 million coming from the CPB, with side-band (SCA) income as the third major funding source.

There are other possible funding sources that have not been tapped. These include the Pacifica Radio Archives (PRA), which could be used as premiums rather than purchasing premium from outside, and website pay-pal mechanisms that are not now being used.

Expenditures:

Payroll is presently between \$400,000 and \$500,000 per month. Mr. Zakiya suggested increasing national staff to include increased numbers of technical people, and additional national programming staff, along with a national program director. He also suggested generating a five-year strategic plan to provide for that, and for moving into new technologies including increased web-casting ability, wide-band broadcasting, etc. He estimated such growth would require a future doubling of expenditure and a commensurate doubling of revenue.

Interim Executive director and Assistant Executive Director Comments

Mr. Coughlin mentioned that the 2001 audit was scheduled to begin April 22, 2002, and that the numbers there determine CPB funding levels. He also stated that Pacifica is not yet operating on a fiscal budget, but is instead operating on a calendar year budget. Revenue projections for 2002 is estimated at \$10 million, with expenses of approximately \$10.7 million, ie. 2002 will bring a budget shortfall of approximately \$700,000, which is expected to be covered by further revenue generation as opposed to further cuts. Mr. Coughlin reiterated that Pacifica must also raise \$1.5 million by May 15 and another \$2 million by October 15 to help retire the debt. It is expected that this too will be covered by a variety of new revenue generating methods, including celebrity events, mailings, etc.

Mr. Coughlin also noted again that local station accounts are now in place, now allowing for more efficient station functioning.

Ms. Brown commented that loans against Pacifica's properties are being investigated. New revenue generating ideas are being looked into including new national programming ideas.

She explained that autonomous local budgets are the goal, but that in the short term during Pacifica's budgetary crisis, there will continue to be funds transfers around the network.

Board discussion:

Ms. Cagan stated that she wanted the public to understand the debt structure and how fund-drive moneys are used to pay that debt. She explained that although the recent pledges equaled \$3 million that does not mean over half of the \$5 million debt can be paid. She explained that a significant portion of that money must be held to pay current and soon upcoming expenses such as rent, electric bills, and the like. In other words, paying down the debt while staying current with new bills. She also stated that payroll is a priorities include payroll, phone and power bills.

Mr. Barry asked about the insurance company and their agreed \$400,000 pay-out. Ms. Brown answered that money had not yet been received, pending signatures only. Mr. Barry then asked about payments to past and present foundation attorneys. Ms. Brown answered that she would prefer that questions regarding payment to Pacifica's past attorneys be answered in a private forum. Ms. Cagan explained that the current attorney has begun the work of negotiating with current debtors. (The question of payment to him was left unanswered.) Mr. Barry then asked whether a foundation C.F.O. had yet been identified. Ms. Cagan answered that this was still pending and that the board would return to that question. Mr. Barry then suggested that a committee be appointed, with Mr. Zakiya as chair, to develop the strategic plan Mr. Zakiya suggested earlier. Ms. Cagan answered that the board should return to that question later.

Mr. Fertig asked whether the entire recent accounting report had been posted to the Internet, to which Ms. Cagan and Ms. Spooner replied "Yes." Mr. Fertig also asked whether future annual reports would be made public and suggested that the reports be quite detailed such that all moneys are specifically accounted for. Mr. Coughlin answered that the reports would be made public and would contain all the suggested detail.

Ms. Bryant asked whether the upcoming annual audit was routine for the foundation, whether the same firm that was responsible for the independent review would be used, and whether a formal fiscal plan would be constructed. Mr. Coughlin answered that the upcoming audit is the routine annual audit, being done later than scheduled, that the audit firm is the same one that completed

the February independent review, and that following the audit a formal fiscal year 2002 budget would be constructed, with a FY 2003 budget created soon thereafter.

Ms. Bryant then returned to the question Mr. Barry had asked earlier regarding a foundation CFO. Ms. Cagan answered that this was discussed in telephonic executive session following one week after the board received the independent financial review's recommendation that a non board member CFO be hired. Ms. Spooner stated that she was concerned that the foundation is very behind in preparing a fiscal budget as based on proven income and anticipated expenditures. She suggested that given the recent chaos, that the finance committee meet with Jim Bennett and Valerie van Isler, who have the institutional memory required, and generate a foundation fiscal budget for the year within the next two weeks. Ms. Cagan answered that the board would return to that suggestion.

Mr. Robinson stated that he had begun making informal inquiries regarding potential candidates for foundation CFO to allow the foundation treasurer to focus on the finance committee and policy issues.

Mr. Zakiya commented that preliminary information has been obtained that would allow generating a quarter budget from October through January, but current information cannot yet be collated given the disordered budget systems now in place. Also, Mr. Zakiya argued that before budgets can be constructed, the board must decide upon the foundation's future structure, whether it will have independent stations paying a stipend to national, or otherwise. He again argued for additional national staff that would require additional national funding.

Mr. Coughlin emphasized the importance of having monthly reports from department heads made to the board for monthly review, as was recommended in the financial review.

MOTION:

Ms. Spooner offered the motion that the finance committee, Jim Bennett, and Valerie van Isler meet with the interim executive director, the assistant executive director, and the acting comptroller to formulate a plan to generate a budget by the end of the current board meetings. Mr. Fertig seconded the motion.

Mr. Barry asked what it would take to generate monthly reports, and asked whether the committee could deal with this question. Ms. Cagan explained that there is software in place, but not yet fully functional, that will allow the required information to be collated and for monthly reports to then be generated. The acting comptroller has scheduled meetings with financial people from each of the stations to verify training and ironing out any remaining problems to allow monthly reports to be generated.

A vote was taken by show of hands: Yes - unanimous. The motion passed.

Mr. LaForest again asked about the \$400,000 insurance payment and whether there was any resistance to obtaining signatures, and if so are there means to expediting that. Ms. Brown stated that remaining problems in getting the required signatures should be resolved within one week.

MOTION:

Ms. Cagan referred to one of the recommendations made in the independent financial review report that a voluntary (non-paid), non-board member, CFO/Treasurer be brought into the

foundation, with accounting and fiscal management background to act as a liaison between the board and finance office, and to ensure that appropriate processes are carried out. Ms. Cagan asked if there was a motion to do this. The motion was brought by Mr. Barry and seconded by Mr. LaForest.

Board discussion:

Mr. Zakiya stated that the job description should be discussed, and that he was concerned that given the work this job would entail, an unpaid person might not be able to provide the time required. Ms Bryant read the job description as provided by the independent accountant:

“ Pacifica needs to recruit a CFO with ideally a banking and financial background, preferably an MBA, expertise in non-profit budgeting and controls, with banking, finance, and donor, or fundraising contacts. The position should not be filled with a member of the board. Perhaps a qualified retiree wishing to voluntarily support the foundation in its time of crisis could be found to serve a year at a time on a permanent part-time basis of approximately twenty hours per week.”

Mr. Zakiya stated that the board should spell out this person’s duties, not a third party such as the independent accountant. Ms. Bryant answered that this was the recommendation of professionals with more knowledge than anyone on the board and that their recommendations should be followed.

Ms. Spooner called the question.

After a re-reading of the motion, a vote was taken by roll call. The motion passed.

10 Yes – Allen, Barry, Bramson, Bryant, Fertig, LaForest, Robinson, Spooner, Barnstone, Cagan
1 No – Zakiya (with comments)

MOTION TO RECONSIDER

Ms. Allen brought a motion to reconsider and a roll call vote was taken. The motion failed.

4 Yes – Allen, Barnstone, Robinson, Zakiya
7 No – Barry, Bramson, Bryant, Fertig, LaForest, Spooner, Cagan

COMMUNITY COMMENTS:

1. Diane Soloman, elected member of KPFA’s LAB: Asks that the finance committee be created as soon as possible, that it be headed by the treasurer, and that it include treasurers from each of the five LABs, and others interested. She asked that the committee draft written guidelines, policies and procedures to avoid future mistakes, that it develop fundraising strategies, and that safeguard mechanisms are developed to ensure that moneys borrowed from stations are repaid in a timely way.

2. Kai Urtsemi: Responding to Ms. Brown's earlier comments that moneys were being sought from FEMA and the Red Cross, he cautioned that the board beware of where its funds come from, and the strings that may be attached. In responding to Mr. Zakiya's comments that the foundation should double in size with a larger national staff, that a very solid foundation structure would first

be required. He also cautioned that the previous board sought growth by watering down the content and increasing listeners.

3. Signey Matson: Would like to see a posting of salaries of those employed within the entire foundation and network. She stated her concern regarding the wisdom of taking loans on properties. (Ms. Cagan explained that what was being looked into was refinancing of existing mortgages, not new loans.)

4. Maria Gilardin: Applauded Mr. Zakiya's plan to keep the cost of fundraisers down, but she stated her concern that archive contents should not be commercialized, that it should remain a valued community resource and should be supported as such. She also issued caution regarding Mr. Zakiya's idea of doubling the budget, stating that Pacifica's budget should be bounded by what listeners can support (with other funding sources, such as CPB being dropped).

FUNDRAISING:

Ms. Cagan briefly stated that each of the board members should take personal responsibility for finding ways to get involved directly with fundraising and fundraising ideas.

PACIFICA BYLAWS REVISION

Ms. Cagan explained that the goal of this meeting was to create the process through which the bylaws would be revised and rewritten. Ms. Spooner, who had circulated a proposal to board members was invited to summarize and discuss the proposal.

Ms. Spooner explained that the interim board is obligated under the provisions of the settlement agreement to create a new set of bylaws that will be in compliance with California law. The board is also obligated to have democratically elected LABs in place within a specified timeframe. Any bylaws that are adopted relating to the number or manner of election of LAB members and incoming national board directors must be approved by a two-thirds majority vote of the interim directors and by majority vote of three out of the five current LABs. It is vitally important that both listeners and staff members be integrally involved in the bylaws revision process.

Ms. Spooner stated that she had received an alternate proposal to her own, which was signed by many listeners. She advised that those who worked on it should speak during the public comment period, and that she would continue to present her proposal at this time.

Relating to the KPFA experience, the LAB empowered a subcommittee to meet, to be attended by interested staff and listeners. The process was difficult, taking several months, but resulted in a workable approach that led to now two successful elections. That process remains under review, and may or may not serve as a model for electing all the LABs.

Ms. Spooner pointed again to the provisions of the settlement stating that the board and the LABs will finally vote on the revised bylaws. She explained that if all interested parties are integrally involved in the writing of those bylaws, including staff, listeners, board members and LAB members, a consensus will be possible and a vote to accept can occur.

The proposal was then summarized: Committee members must include at least one member of the interim board from each of the five signal areas, at least three LAB members from each of the five stations, and as many listeners and staff as wish to attend. Those listeners and staff attending three consecutive meetings will gain member status on the committee. All meetings would be held in public and discussions would be open. The first task would be to identify issues, with subsequent tasks involved in working out the details related to those issues. There would be five subcommittees meeting in each of the five areas, and they would communicate with each other, providing feedback and criticism. That interaction would eventually lead to a workable package.

Ms. Spooner stated her dismay upon hearing from a few community members who asked that some people be excluded from the bylaws revision process. She expressed her strongly held belief that the proposed process depended specifically on non-exclusion.

Under the settlement agreement, the time line is tight: the new labs must be elected within one year of the first directors meeting – ie. by the end of 2002. The experience at KPFA was that it took a total of three months to hold the election - two months to get to know the candidates, and one month to mail ballots to voters and have them returned and counted. That translates to bylaws needing to be approved by September 1, 2002.

Ms. Spooner summarized that there should be five subcommittees, one from each of the five signal areas, chaired by a member of the interim board, and that all meetings should be announced on air. The proposed time line: by April 15, 2002 have issues identified, by May 31, 2002 have a rough draft written with a revised draft written by July 15. By August 15 a draft calculated to obtain approval should be written with a vote of the board and LABs by August 31.

Board Discussion:

Mr. Barry stated that to his understanding the interim board was not required to rewrite all of the bylaws and that doing so might unnecessarily rush the process. Regarding Ms. Spooner's proposal, he stated concerns that 1) the five signal area subcommittees might be unworkable, both in terms of member numbers and in the level communication required between the five, and 2) as all of the defendant board members come from one signal area (WBAI), they would be precluded from directly influencing the other four regional subcommittees.

Ms. Spooner stated that she visualized the subcommittees working quite closely together throughout the process. Regarding writing the entire bylaws vs. writing a subset of them relative to the election only, she argued that writing a subset would lead to a splintered full set of bylaws.

Mr. Fertig agreed with Ms. Spooner's view that it was more practical to integrate the entire bylaws revision as one process.

Mr. Robinson advised that the board should redraft the bylaws, then provide that work to the LABs. He also stated that the procedural issue of educating the listeners was critically important within the overall process and should be the primary focus of current effort. He argued that it makes more sense to let the process evolve after the first election rather than hammering down all of the details initially.

Mr. LaForest suggested that having subcommittee membership completely open is both potentially over-restrictive in that people must attend three consecutive meetings, and yet may be overly lax in that people who mean to take advantage of the process may have an inappropriate voice.

Ms. Spooner explained that the three consecutive meeting rule was not a critical issue since the subcommittees are only charged with drafting proposals and have no power to actually pass on any foundation motions.

Ms. Cagan restated that the ultimate responsibility to pass the bylaws must necessarily come from a vote of the board and LAB members. She suggested that in the interest of time, and uniformity of discussion, the board form a committee to generate an initial draft of the basic questions at hand; those questions and views could then be sent to the five subcommittees for further work. She also suggested that in addition to subcommittee meetings, there should be alternative ways to solicit input and ideas.

Ms. Cagan stated that she had received three documents, one unsigned containing an amendment to Ms. Spooner's suggested plan, one from a listener who could not attend this meeting, and one alternative plan signed by a forty-two listeners. She suggested having community members speak to each of those proposals as a part of the current discussion.

Ms. Allen was concerned that Ms. Spooner's proposal called for those attending three or more consecutive meetings to have more control in drafting the bylaws than others who may have more authority to do so. She also asked whether past work done by KPFFK people: "Proposed Bylaws for KPFFK and Pacifica Stations, 6/1/97," might be a viable document. Ms. Cagan answered that all past work should certainly be evaluated.

Mr. Barry stated that he might wish to make two motions: 1) That Ms. Spooner be asked to draft a proposed set of election bylaws, based on the KPFFA model, rather than waiting for the prolonged process as proposed to generate the full set of bylaws, and 2) Suggested a board committee draft a document that would then be sent to the subcommittees for discussion and review.

Ms. Cagan suggested amending Mr. Barry's idea in having a summary of the KPFFA experience be composed and distributed to the five listening areas and the board as a starting point. The subcommittees would then draft the bylaws for further discussion.

Ms. Spooner mentioned that there is already a KPFFA area committee busy evaluating the local experience to date and that their work might be useful in this process. Ms. Spooner argued that rather than the board re-drafting proposed bylaws, that the listeners be entrusted with that initial process.

Public Comments from those with process proposals:

1. Bernie Eisenberg, co-signer of the document signed by forty-two listeners: stated Ms. Spooner's proposal was a good one, but that the group of which he was a member had made improvements in their view. He stated that the groups suggested improvements include increasing listener independence in the bylaws writing procedure, and in the stressing of one person, one vote. He argued that Ms. Spooner's proposal would allow one person in Southern California voting three times for the same set of bylaws, as a subcommittee member, as an iPNB member, and as a LAB member. **[See Appendix - #2]**

He then summarized the proposal: Independent commissions in each of the listening areas, organized and initially chaired by an iPNB member from each of the respective areas would meet for two months of discussions. Following those two months, the members would elect commission officers, and determine their own rules of procedure.

Community members wishing to continue working would then become voting members. In addition station producers and staff would elect two voting members to serve on that local commission. The iPNB member would become a non-voting liaison, along with two LAB members chosen from the local LAB. The commission would then draft bylaws and election procedures via a grass roots democratic process of its voting members and those drafts would be submitted to the iPNB and LABs for ratification via an up or down vote. If rejected they are returned to the respective commission with comments. No alterations of bylaws or procedures would be allowed without the approval of the commissions.

After the bylaws and election procedures are in place for two years, conventions of the Pacifica electorate will be held to review and amend the bylaws and procedures with those amended bylaws put before the listener members for ratification.

2. Judy Gorman, a listener sponsor from the WBAI signal area: suggested amending Ms. Spooner's proposal by 1) creating a process that educates listeners and staff on governance issues, and 2) insure that the selection of people to rewrite the bylaws is democratic, widely representative, and diverse. **[See Appendix - #3]**

3. Fred Guian (?), from New Jersey: presented a proposed amendment to Ms. Spooner's proposal along with Paul Survell, also from New Jersey. **[See Appendix - #4]**

Board Discussion (continued)

Mr. Barry restated his view that the bylaws should be drafted at the board and LAB level then move to the listeners for review and feedback to the board committee for final revision. He stated that he would like to move at an appropriate time that 1) a summary of the KPFA election process should be written, and that summary should be reviewed by the five listener areas for comment, then have it return to the board for final determination and 2) that a board committee be created to gather information and write a bylaws draft, with that draft then sent out to the five subcommittees for their review and comments.

The parliamentarian, Ted Weisgal asked the chair if he could pose a few questions to the board. As there was no objection to this, Mr. Weisgal asked:

1) "Must all aspects of these revised bylaws be the same for all five signal areas, disregarding the election protocols?" Ms. Spooner answered that this had to be answered by the bylaws committees itself. Ms. Cagan stated that as Pacifica is one organization and therefore needs one set of bylaws for the national organization. She also stated that it is up for debate whether the LABs can generate their own set of operating procedures.

2) "Are proposals approved first by the LABs and then referred onto the interim national board, or do they come first to the iPNB and then back to the LABs? This was restated: "After the five signal area subcommittees do their work, does that work then go to the iPNB and then back to the LAB, or does it go to the five signal area LABs and then on to the iPNB?" Ms. Spooner answered that the committees, the LABs and the iPNB would have to work that out for themselves. Ms. Cagan agreed, that all of these questions were yet to be determined.

Ms. Bryant asked how the initial bylaws were first drawn. Ms. Spooner answered that the initial bylaws were written with the foundation's formation. It provided for a national board elected by an executive membership. Over the period of 1948 to 1961, Pacifica expanded from one to three stations. The bylaws were rewritten at that time eliminating the executive membership. A later

informal (not recorded) change had the then four station boards send four representatives to the national board. When the network further expanded to five stations that became cumbersome. During the six year period of 1978 to 1984 the question of how to restructure the bylaws was repeatedly raised, and in 1984 bylaws were adopted that gave voting power to the LABs to elect directors to the national board. There has been no formal review of these processes since that time.

Mr. Robinson was unclear about the linkage between revising the bylaws and establishing elections.

Mr. Adelson stated that the current operating bylaws are silent about how LABs are to be elected, and that therefore the board is free to establish new processes for LAB elections without fear of contracting current law. Ms. Spooner responded that a core issue in the lawsuit brought by the Attorney General was that the bylaws referenced station boards, but failed to define them, or how they were selected. The bylaws need to address that. Mr. Adelson argued that until the formal bylaws are re-written, the board is not necessarily constrained to have the process defined in bylaws before a first round (initiator phase) election, including different processes among the different LABs and observing those processes to help generate the final set of bylaws.

Mr. Fertig suggested board members speak at the close of this meeting, before the next days meeting. Ms. Cagan agreed that this should occur and that a revised agenda for the next day's meeting would be drawn.

Board members agreed to meet, as they could, both this night and the next morning.

Rashida Abubaka asked to speak to the board. She expressed concern that the board was not addressing the historical basis of Pacifica's governance processes, and also that words were being used such as power and control on the one hand, and democratic was used on the other. Ms. Spooner replied that during the 1999 lockout, it became clear that the listeners were the preservers of the foundation, and that their collective dedication was based on all of their personal connections to it. Ms. Spooner explained that this indicated to her that the foundation's preservation is safeguarded in the aggregate, that none of us possesses the answer in isolation. It is only through democratic sharing of thought and democratic participation that we can expect Pacifica's survival. Ms. Spooner sought to assure the questioner that the necessary issues of distribution of authority and the like, sit firmly atop that belief.

Mr. LaForest stated that one of the proposals included town hall meetings, where Pacifica's historical context would be discussed and explored, and that the board should seriously consider the value of such meetings.

Mr. Zakiya suggested that an unanswered question is: "What is Pacifica's mission?" and that the mission is actually different among the five stations. He continued that using terms like democratic may not be an honest use of language. He used as an example, a person stating that democratic elections should be held, but who worries the wrong people may vote and therefore moves the electoral process away from full participation. He cautioned that people should state carefully what they believe, then work to achieve what is stated.

Ms. Allen commented that not only honesty and openness are required, but a lot of hard work as well, including the further work that was required following this evening's meeting and before the morning meeting.

Ms. Cagan advised that the next day's agenda would necessarily be altered and that time for public comment might therefore be limited.

Given the hour, Ms. Cagan then called for adjournment. There being no board objection, the meeting was adjourned at ____ PM.

APPENDIX - SATURDAY, MARCH 9, 2002

1. WBAI Committee Report (Anthony McCall, Chairperson)
2. Alternative Bylaws Revision Document (Bernie Eisenberg, co-signer)
3. *The amendment reads: In order to ensure the broad participation of an educated listenership and staff, which offers the broadest protection of Pacifica's mission, these subcommittees shall convene as soon as possible a two day town hall meeting held at a geographically and physically accessible location on a weeknight or weekend to engage in this process.*

The meeting shall be broadly announced and promoted by the station, shall be broadcast live. It will be open to all listeners and staff. The meeting shall proceed as follows: 1) hold presentations and discussions of the philosophical and practical issues of network governance through workshops and plenary sessions, agree on a list of key issues and broad directions for bylaws including first drafts of controversial sections, 2) at the end of the town hall meeting, elect up to seven representatives to continue the drafting process, at least half of which should be women, at least half of which should be people of color, two seats shall be reserved for paid and unpaid station staff.

After the election each local advisory board should review the subcommittee's composition and seek applications for three additional seats to ensure the representation of all representative constituencies and demographics. The local advisory board will then elect three people to fill these positions.

The draft that emerges from this town hall meeting shall be published on the station's website and relevant email lists, as well as printed and made available to the station. The station shall schedule several programs to present and invite open discussion of draft. Each subcommittee shall also exchange drafts with the other subcommittees and all five should be published on the Pacifica website.

Each subcommittee shall continue the drafting process to fill any gaps, including the non-controversial areas, including developing an interim local draft. Each subcommittee shall then convene a final town hall meeting at which the local consultative process shall conclude. The subcommittee shall take into account input from that meeting to produce a final local draft.

These five final local drafts shall be exchanged, posted on the Pacifica website, printed and made available at each station, and discussed over the air at all five stations. Finally, the national committee will attempt to mesh the five drafts into one national draft, which shall go through the same radio and Internet comment process.

4. *"Carol Spooner's proposal for a committee to revise the Pacifica bylaws poses an unnecessary risk for the bylaw election process, and it does not assure a mission based outcome. As such, it cannot be regarded as democratic.*

"Her proposal leaves open the possibility that anti-reform elements could dominate three of the five area subcommittees. Please amend the proposal to assure a mission based democratic outcome.

"Carol's proposal allows anyone to join the local subcommittees if they attend three consecutive meetings, but in three of the five areas the Pacifica reform movement has a very small number of reform activists. Washington, Los Angeles and Houston (this may not be true for Los Angeles). Keep in mind that the Houston activists were able to mobilize only fifty people in their shadow LAB election. This subcommittee meeting will be publicized on air.

"Who will respond to on-air announcements in Washington and Houston? Mission supporters an advocate for jazz and country-western programming? Will the LA staff, which threatened to replace the LA LAB, mobilize to start the subcommittee there? The iPNB should not hesitate to create a process to assure a mission-based outcome. Our victory is fragile and we have not had time to consolidate and rebuild, and we have a major crisis to overcome.

"The iPNB should amend Carol's proposal to provide that voting members of the subcommittee be either 1) the LAB and iPNB members of the subcommittee or 2) LAB and iPNB members plus listeners and producers appointed by the LAB and iPNB members on the basis that they support the Pacifica mission, and that they reflect the constituencies that Pacifica seeks to represent. Subcommittee meetings should be open for anyone to attend, to speak, to question, and to submit proposals. Input should be open to all and be unrestricted, but the actual drafting of the bylaws and election procedures should be done only by subcommittees committed to the Pacifica mission.

"Carol Spooner said very well in a March 1st post on the newpacifica list: 'Working on the bylaws over the next few months will give us all an opportunity to carefully think about what the best distribution of power will be for this unique organization, Pacifica Radio, which is both a network with national programming and five local community radio stations. I have long believed that each station must have much more local control and autonomy than the past decade of centralization in the national office wanted them to have, but it is also important to maintain Pacifica's mission and to have means of requiring that all stations are fulfilling that mission.'

"Let us create a bylaws revision process that assures that Pacifica's mission will be maintained. -- Paul Survell, WBAI membership campaign, New Jersey Concerned Friends."
