

To: Members of the Pacifica Foundation Board of Directors

From: John M. Murdock, Chair of the Governance Committee of
the Pacifica Foundation Board of Directors

Date: February 13, 2001

Re: Governance Committee Agenda for March Board Meeting in Houston

GOVERNANCE COMMITTEE AGENDA

Based upon the consensus of the Directors on the Governance Committee in its telephone conference call on February 9th, the Governance Committee agenda is as follows:

1. Discuss purpose for undertaking bylaw revisions;
2. Discuss importance of obtaining community comments and suggestions for specific bylaw revisions;
3. Discuss and vote on timetable for bylaw revisions;
4. Discuss and vote on which four provisions in the draft bylaws to work on first for development of a second draft to be circulated for further specific comments and suggestions;
5. Discuss and vote on whether to recommend the following to the full Board:
 - a) The Board of Directors of the Pacifica Foundation hereby resolves this _____ day of _____, 2001 to sponsor and conduct an internet chat room once each month to communicate directly with listeners about Pacifica Foundation issues. Each month the Chair of the Board of Directors shall designate a Director who shall be the host/moderator in the chat room that month. The Chair of the Board of Directors shall not designate any one Director who has already been designated as host/moderator to be host/moderator for an additional month until all Directors have been designated for a turn as host/moderator. The Chair shall designate a Director from a different Pacifica Foundation signal area each month such that each signal area shall have a Director designated by the Chair to be host/moderator at least once every six months. The chat room schedule and suggested topics shall be selected by the designated Director and posted on the Pacific Foundation internet website and announced on air at each of the five Pacifica Foundation stations at least two weeks prior to the date on which the chat room meeting is scheduled to occur.
6. The Governance Committee must refer Rob Robinson to the full Board for reelection as discussed below, unless the Governance Committee recommends and the full Board chooses to enact item 7b.;

EXHIBIT B

7. Discuss and vote on whether to:

- a. Nominate one or more of the five persons whose applications the Board Governance Committee has received;
- b. Recommend to the full Board that it take such action as is necessary to holdover election of Directors and extend the term of all current Directors whose first or second term would expire in March 2001 until the June 2001 meeting of the Board of Directors.

I have requested that the Board Chair allow two hours for the Governance Committee meeting on March 3rd.

BACKGROUND FOR DISCUSSION OF AGENDA MATTERS IN GOVERNANCE COMMITTEE MEETING

Enclosed herewith are copies for the Directors on the Governance Committee of all written suggestions I received from or through Directors or directly from the public as of February 8th for changes to the draft of the proposed bylaw revisions circulated on January 19, 2001. All Directors should send any additional written suggestions of their own or that they have received from any source to me by March 1st prior to the March meeting. This is only the first draft. There will, no doubt, be many more, so that there will also be plenty of opportunities for one and all to make suggestions about specific proposed bylaw revisions. All comments and revisions should be reviewed prior to the Governance Committee meeting to inform your consideration on the Governance Committee Agenda matters.

Enclosed herewith for all of the Directors are five resumes of persons who are interested in becoming Directors on the Pacifica Foundation Board. Four of these resumes were sent to the Pacifica Foundation office during the publicly announced period, from October 1, 2000 through November 15, 2000, for members of the public to submit applications or resumes for nomination to the Board. The fifth was sent to me prior to October 1, 2000. Each of the five Pacifica Foundation stations daily announced that the Foundation would accept for consideration by the Board applications or resumes of interested persons. The announcement was made at the direction of the Pacifica Foundation Board in the September 2000 Board meeting.

Board Directors may submit to the Governance Committee resumes for persons to be *considered for nomination*. (Bylaws, Article 3 § 2). Each Local Advisory Board, collectively through the Council of Chairs or individually, has *the right to nominate* persons to be considered for election by the full Board. (Bylaws, Article 3 § 2). Local Advisory Boards must submit their nominees to the Board through the Governance Committee. (Bylaws, Article 3 § 2).

I have redacted the name, telephone numbers and address of each person in an effort to minimize possible harassment before the Governance Committee has even decided whether to interview them. Those persons whom the Governance Committee, with the informal input of the rest of the Board, choose to interview will be identified in advance of the interviews. All Board Directors will have the opportunity to interview those persons.

Each term for a Director is three years (Bylaws, Article 3 § 4). Directors may serve for two consecutive three-year terms (Bylaws, Article 3 § 4). The Bylaws permit a Director to serve on the Board beyond the expiration of her term if elected to serve in a different capacity or category, e.g. as a Board officer. (Bylaws, Article 3 § 4). Board officer terms are three years. (Bylaws, Article 5 § 2A). Listed below are the dates for terms of Directors on the Board as of September, 2000.¹ Based upon the expiration dates of Director terms as of September, 2000, the full Board should have 19 members.

<u>BOARD MEMBER</u>	<u>FIRST TERM</u>	<u>SECOND TERM</u>
David Acosta Vice Chair, June 98 Board Rep., March 96-99 Exec. Comm., March 97-00 Board Chair, September 00-03	March 1996-99	
William Lucy	June 1998-01 (resigned)	
Dr. Mary Frances Berry	September 1997-00 (did not run for reelection)	
Peter Bramson Exec. Comm., June 99-02	March 1998-01	
Andrea Cisco Exec. Comm., June 99 - 02	March 1998-01	
Robert Farrell Exec. Comm., February 99-02	February 1999-02	
Ken Ford Exec. Comm., January 98-01 Vice Chair, February 00-03	June 1997-00	June 00-03
Rabbi Aaron Kriegel	February 1999-02	
Frank Millspaugh Exec. Comm., July 97-00	October 1994-97	March 1998-01
Michael Palmer Exec. Comm., June 99-02	March 1998-01	
Rob Robinson	March 1998-01	

¹ If you have additional or contrary information regarding the dates for any particular Director's or officer's terms listed herein, please direct your inquiries to David Acosta.

Jewelle Taylor-Gibbs	February 99-02 (resigned) (Tomas Moran elected to serve balance of term)
John Murdock	February 00-03
Valerie Chambers	February 00-03
Leslie Cagan	June 00-03
Beth Lyons	June 00-03
Bertram Lee	February 00-03
Tomas Moran	October 99-02 (elected to serve balance of Jewelle Taylor-Gibbs' term)
Karolyn Van Putten	October 99-02
Wendell Johns	October 99-02

COMMENTS

Frank Millspaugh's second term expires in March, 2001 and he is not currently elected to serve in a different capacity. Rob Robinson's first term expires in March, 2001. He is not currently elected to serve in a different capacity. Rob Robinson has been nominated by the WPFW Local Advisory Board for reelection.

Item 7a. above is consistent with the current bylaws of the Pacifica Foundation which charge the Board Governance Committee with the responsibility to make nominations to the full Board. (Bylaws Art. 3, § 2). However, it should be noted that none of the six applicants has been interviewed by the Board Governance Committee.

Item 7b. above is not consistent with the current bylaws of the Pacifica Foundation. The Bylaws specify an unqualified end for Director terms upon the expiration of the proscribed term. (Bylaws Art. 3, § 4). The unqualified end of Director terms does not permit the Board of Directors within the current bylaws to extend Director terms pending reelection or the election of new Directors. (*See* Bylaws Art. 3, § 4).² Robert's Rules of Order (revised edition) which applies to all matters not specified in the Bylaws (Bylaws Art. 10) states that:

The length of terms of office should be prescribed; and unless the terms are to begin at the instant the chair declares each officer elected, the time when they are to begin must be specified. To ensure the continued services of officers in the event, for example of public emergency or of difficulty in obtaining a nominee for an office, it is well to provide that officers 'shall hold office for a term of

² Except that a Director's term may be extended if the Director is elected to serve the Board of Directors in a different capacity or category. (Bylaws Art. 3, § 4)

...year(s) or [or 'and'] until their successors are elected.' The unqualified wording 'for a term of...year(s)' should be avoided, because at the end of that time there would be no officers if new ones had not been elected.

(Robert's Rules of Order, newly revised, 9th ed., Ch. XVIII, Bylaws § 55, p.568). Although the passage from Robert's Rules of Order refers to "officers" the logic seems applicable to interpretation of the current Pacifica Foundation Bylaws. The logic is reinforced by comparing the existence in Article 5 § 2A of the current Bylaws regarding officers which permits officers to serve "until the election of their successors" with Article 3 § 4 of the Bylaws which has no such provision with respect to the terms for Directors.
