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BOARD OF DIRECTORS MEETING

PACIFICA FOUNDATION

MARCH 4, 2001

Doubletree Hotel
Houston, Texas

11:31 AM 1 and I certainly welcome the effort to include both
2 bylaws, and the policy and procedures on -- and the
3 -- the outline of the process, which I hope will be
4 as inclusive as possible.

11:31 AM 5 MS. CAGAN: Call the question.

6 MR. FORD: I'm sorry, did you say,
7 "Call the question"?

8 MR. MURDOCK: She calls the
9 question. So, for the question, only the members of
11:31 AM 10 the committee get to vote on that, and you all know
11 who you are. The question has been called. A
12 second?

13 MS. CISCO: Second.

14 MS. LYONS: Second.

11:32 AM 15 MR. MURDOCK: Second. And all in
16 favor -- If you like, I will read it one more time.
17 All in favor of the proposed resolution.

18 MR. PALMER: I'm sorry, but I was
19 out of room --

11:32 AM 20 MR. MURDOCK: Do you want to hear
21 it?

22 MR. PALMER: -- for the initial
23 proposal an hour ago, or whenever it was.

24 MR. MURDOCK: Before we vote, I will
11:32 AM 25 read the resolution one more time and then we will

11:32 AM 1 vote.

2 And if I miss an edit, let me know. All
3 right.

4 (Reading) The governance committee of the
11:32 AM 5 Pacifica Foundation board of directors has
6 determined that it is appropriate to evaluate the
7 Pacifica Foundation bylaws, policies and procedures,
8 to consider whether to extensively amend or rewrite
9 the bylaws, policies and procedures.

11:32 AM 10 Before establishing a process to amend or
11 rewrite the bylaws, policies and procedures, the
12 governance committee seeks the participation of the
13 local advisory boards, and the station staff, both
14 employees and volunteers, and the public, in the
11:32 AM 15 evaluation of the bylaws, policies and procedures.

16 Therefore, the governance committee
17 resolves this 4th day of March, 2001 that each
18 member of the governance committee shall initiate in
19 collaboration with the chairperson of the local
11:33 AM 20 advisory board for and general manager of the
21 Pacifica Foundation station in their signal area,
22 two or more public meetings for the purposes of
23 facilitating public discussion and debate about the
24 Pacifica Foundation bylaws, policies and procedures.

11:33 AM 25 Each member of the governance committee

11:33 AM 1 and chairperson -- chairperson of the local advisory
2 board, and general manager for each Pacifica
3 Foundation station for their signal area, shall
4 prepare and deliver to the governance committee by
11:33 AM 5 May 30, 2001, a joint written report of the public
6 discussion and debate on the bylaws, policies and
7 procedures.

8 MR. PALMER: Thank you.

9 MR. MURDOCK: All right. All in
11:34 AM 10 favor say "Aye."

11 (Collective "Aye.")

12 MR. MURDOCK: All opposed?

13 (No verbal response.)

14 MR. PALMER: Okay.

11:34 AM 15 MR. FORD: We need to make that
16 known when we release it as being a unanimous action
17 by the board.

18 MR. MURDOCK: Let me --

19 MR. FARRELL: It's the committee.

11:34 AM 20 MR. MURDOCK: The governance
21 committee has already voted, but I think since -- I
22 get the sense that we all feel it's important that
23 the board support this in full, I am going to refer
24 it then -- at the end of this governance committee
11:34 AM 25 session here, I'm going to refer to the full board

1 STATE OF TEXAS)

2
3 COUNTY OF HARRIS)

4
5 I, Kathy Miller, a certified shorthand
6 reporter, hereby certify that the foregoing Board of
7 Directors meeting was given before me.

8 I further certify that I prepared this
9 transcript and that the foregoing pages constitute a
10 complete and correct copy of the transcript of the
11 proceedings, and that due to crowd noise and
12 simultaneous speakers, at times the proceedings were
13 un reportable and so noted in the record by me.

14 I further certify that I am not related to or
15 employed by any of the parties hereto, or their
16 counsel, and that I am not in any way interested in
17 the outcome of this matter.

18 Certified to by me this 9th day of

19 March, 2001.

20
21
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My certificate expires December 31, 2002

KATHY MILLER, CSR (713) 861-0203
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