

PNB Regular Open/Public Meeting
 Teleconference Meeting
Minutes
Thursday, May 3, 2018, 8:30 pm ET
 (APPROVED May 10, 2018)

Item #1

A. Chair Nancy Sorden calls the meeting to order at 8:37 pm ET

B. Secretary Janet Kobren calls the roll:

P	Grace Aaron, KPFK , Listener	P	DeWayne Lark, KPFT , Listener
PL	Jonathan Alexander, KPFK , Staff	P	Ken Laufer, WBAI , Listener
P	Adriana Casenave, KPFT , Listener	P	Tony Leon, WPFW , Staff
P	Chris Cory, KPFA , Listener	P	Efia Nwangaza, WMXP , Affiliate
P	Bill Crosier, KPFT , Listener	PL	Alex Randall, WUVI , Affiliate
P	Joseph Davis, KPFT , Staff	P	Mansoor Sabbagh, KPFK , Listener
EA	Kathryn Davis, WBAI , Staff	P	Nancy Sorden, WPFW , Listener
PL	Benito Diaz, WPFW , Listener	P	Alex Steinberg, WBAI , Listener
PL	Jan Goodman, KPFK , Listener	PL	Carole Travis, KPFA , Listener
P	William Heerwagen, WBAI , Listener	P	Tom Voorhees, KPFA , Listener
P	Sabrina Jacobs, KPFA , Staff	P	Maskeelah Washington, WPFW , Listener

At Roll Call 16 present, Quorum of 12 established by 22 Directors present (see P's above).

Legend: P = Present at roll call, PL = Late, A = Absent, EA = Excused absence

P	Tom Livingston, iED
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C. Secretary announces that Kathryn Davis requested an excused absence. Chair asks if there are others.

Casenave MOVES to excuse Kathryn Davis' absence

HNO MOTION to excuse Kathryn Davis' absence APPROVED

D. Chair asks for timekeepers. Sabbagh volunteers for both Agenda Items and Speakers (90 seconds).

See more below

Item #	Item	Activity
2	Agenda Approval	<p>(Revised draft agenda emailed Thursday, May 3, 2018, 5:58 pm ET; original draft agenda emailed Tuesday, May 1, 2018, 12:53 pm ET)</p> <p>Sabbagh MOVES to approve the Agenda</p> <p>Heerwagen MOVES to add a MOTION regarding Agenda Setting after item #3 for 5 minutes.</p> <p>Crosier MOVES to AMEND the MOTION to add a MOTION regarding Agenda Setting as item # 8.B.</p> <p>MOTION to AMEND the MOTION to add a MOTION regarding Agenda Setting to the agenda as item # 8.B for 5 minutes APPROVED 11Y/8N/1A with the following vote tally: YES: Aaron, Alexander, Cory, Crosier, JGoodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees NO: Casenave, JDavis, Diaz, Heerwagen, Lark, Leon, Nwangaza, Washington ABSTAIN: Sorden</p> <p>HNO MOTION to approve the Agendas Amended APPROVED</p> <p>See approved Agenda below</p>
3	Minutes Approval	
	02-15-18 04-05-18 (revised)	<p>Sabbagh MOVES to approve 02-15-18 and 04-05-18 meeting minutes</p> <p>HNO MOTION to approve 02-15-18 and 04-05-18 meeting minutes APPROVED</p>
4	iED Report	<p>The iED reports on the projects he has been working that include the resignation of the CFO, visits to all the stations and PNO, the financial restructuring, the Nakapon sale, Board and PNB committee meetings attended, work on the audits, supervision of management teams, finalizing of employee handbook, compliance issues and implementing online harassment training for all paid Pacifica employees with the intention of expanding that to volunteers. He reports on new revenue received from donors amounting to \$181,000 with a possible additional \$60,000. execution of and press release for the ESRT settlement agreement, the associated loans and the 4 Times Square agreement. The on-air date is expected to be June 1st. This is followed by Q&A.</p> <p>Casenave MOVES to EXTEND the item by 10 minutes</p> <p>MOTION to EXTEND the item by 10 minutes FAILS 9Y/10N/1A with the following vote tally: YES: Casenave, Cory, Crosier, JDavis, Diaz, Heerwagen, Lark, Leon, Washington NO: Aaron, Alexander, JGoodman, Jacobs, Laufer, Nwangaza, Sabbagh, Sorden, Steinberg, Voorhees ABSTAIN: Travis</p>

5	<p>PNB Committees Status</p>	
	<p>A. Report from Secretary</p>	<p>Secretary reports that PNB committees are now populated with WBAI Delegate members and the full population of PNB taskforces awaits action by the Governance Committee regarding membership parameters.</p>
<p>B. Motion regarding KPFA LSB elections for Treasurer and PNB Committees</p>	<p>Steinberg MOVES the MOTION regarding KPFA LSB elections for Treasurer and PNB Committees he had noticed, as follows:</p> <p>Whereas, the KPFA LSB has accumulated three vacant Listener Delegate seats since late December 2017, and</p> <p>Whereas, the January 18, 2018 PNB motion regarding KPFA says, “Be it also resolved that the KPFA LSB shall contact candidates on the recount runners up list, including the write-in candidates, to find the first one who is available and willing to serve and seat that individual. Be it further resolved that if no runner up candidates are available, a call should go out to the KPFA membership on KPFA’s website and on the air inviting listener members to apply for the vacancy and giving a deadline, that the applicants shall be interviewed by the Delegates at an LSB meeting, and the LSB shall conduct an IRV vote to determine the winner of the seat”,</p> <p>Whereas the PNB’s authority to mandate this procedure has been upheld in a court procedure,</p> <p>Whereas, by the time of its April 21, 2018 meeting the KPFA LSB had not contacted anyone from the recount runners up list to fill its three vacant Listener Delegate seats, and</p> <p>Whereas, the KPFA LSB was aware that two alternates on the recount runners up list were in the audience at its April 21 2018 meeting and were available and willing to serve yet did not fill any of the three vacant Listener Delegate seats, and</p> <p>Whereas, on April 21st the KPFA LSB held elections for the LSB Treasurer and Delegate members of the PNB committees without the participation of three Delegate replacements who were disenfranchised from nominating candidates, running or voting in those elections,</p> <p>Be it resolved that the Pacifica National Board does not recognize the election of the LSB Treasurer and Delegates to PNB committees that were conducted at the KPFA LSB meeting on April 21 because those elections excluded candidates from the LSB who could have and should have been seated at the April 21 meeting. The KPFA LSB Treasurer and the KPFA Delegate positions for those PNB committees shall remain vacant until such time as the KPFA LSB follows the directives of the Pacifica National Board regarding the replacement of vacancies on the LSB and holds new elections for LSB Treasurer and positions on PNB committees.</p> <p>Casenave MOVES to EXTEND the meeting until 10:15 pm</p> <p>MOTION to EXTEND the meeting until 10:15 pm FAILS 10Y/10N/1A with the following vote tally: YES: Alexander, Cory, Crosier, JDavis, JGoodman, Jacobs, Leon, Randall, Sabbagh, Washington NO: Aaron, Casenave, Diaz, Heerwagen, Lark, Laufer, Nwangaza, Steinberg, Travis, Voorhees ABSTAIN: Sorden</p>	
<p>See more below</p>		

<p style="text-align: center;">5 (cont.)</p>	<p>PNB Committees Status (cont.)</p>	
	<p>B. Motion regarding KPFA LSB elections for Treasurer and PNB Committees (cont.)</p>	<p>Adjournment time certain of 9:30 pm is reached before the MAIN MOTION is disposed of by a vote and Chair RULES the item shall remain as UNFINISHED BUSINESS until the next meeting.</p> <p>Casenave CHALLENGES THE RULING OF THE CHAIR</p> <p>RULING OF THE CHAIR NOT SUSTAINED 9Y/11N/0A with the following vote tally:</p> <p>YES: Cory, Crosier, Diaz, Jacobs, Leon, Randall, Travis, Washington, Sorden</p> <p>NO: Aaron, Alexander, Casenave, JDavis, JGoodman, Heerwagen, Lark, Laufer, Sabbagh, Steinberg, Voorhees</p> <p>ABSTAIN: NONE</p> <p>MOTION regarding KPFA LSB elections for Treasurer and PNB Committees APPROVED 14Y/4N/2A with the following vote tally:</p> <p>YES: Aaron, Alexander, Casenave, JDavis, Diaz, JGoodman, Heerwagen, Lark, Laufer, Leon, Sabbagh, Steinberg, Voorhees, Washington</p> <p>NO: Cory, Jacobs, Randall, Travis</p> <p>ABSTAIN: Crosier, Sorden</p>
<p>Chair adjourns the meeting at 9:55 pm ET</p>		
<p style="text-align: center;">Audio archives of this meeting can be found at: https://kpftx.org/archives/pnb/pnb180503/pnb180503a.mp3</p>		
<p>Draft Minutes respectfully submitted by Janet Kobren, PNB Secretary</p>		
<p style="text-align: center;">See more below</p>		

Agenda items not reached during the meeting prior to adjournment

6	PNB Committee Reports	
	A. Strategic Planning Committee	
	B. Finance Committee	
	C. Audit Committee	
	D. Governance Committee	
	E. Personnel Committee	
7	Unfinished business	
	A. Mandates for Ad Hoc committees	
8	New business	
	A. Line of authority of ED and CFO	
	B. Motion regarding Agenda Setting	<p>Motion noticed by Heerwagen:</p> <p>For all regular meetings of the Pacifica National Board, there shall be a call for agenda items at least 10 days before each meeting and items submitted by 7 days before the meeting shall appear on the draft agenda which must be provided no fewer than 3 days before the meeting.</p> <p>This rule shall also apply to each PNB Committee, Working Group or Taskforce, except that Local Station Boards with an established process at the time of the passage of this motion may continue to use their process, subject to review by the PNB upon the request of 4 LSB members. The policy applied by an LSB shall cover its committees, working groups and taskforces.</p>

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Directors			
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	Janet Kobren, Secretary	Tom Livingston, iED	
Item #	Item		Time
1	A. Call to Order		10 min
	B. Roll Call		
	C. Excused Absences		
	D. Identify Timekeepers		
2	Agenda Approval		10 min
3	Minutes Approval 02-15-18 04-05-18 (revised)		5 min
4	iED Report		15 min
See more below			

	PNB Committee Status		
	A. Report from Secretary		5 min
5	B. Motion regarding KPFA LSB elections for Treasurer and PNB Committees	<p>Motion noticed by Steinberg:</p> <p>Whereas, the KPFA LSB has accumulated three vacant Listener Delegate seats since late December 2017, and</p> <p>Whereas, the January 18, 2018 PNB motion regarding KPFA says, "Be it also resolved that the KPFA LSB shall contact candidates on the recount runners up list, including the write-in candidates, to find the first one who is available and willing to serve and seat that individual. Be it further resolved that if no runner up candidates are available, a call should go out to the KPFA membership on KPFA's website and on the air inviting listener members to apply for the vacancy and giving a deadline, that the applicants shall be interviewed by the Delegates at an LSB meeting, and the LSB shall conduct an IRV vote to determine the winner of the seat",</p> <p>Whereas the PNB's authority to mandate this procedure has been upheld in a court procedure,</p> <p>Whereas, by the time of its April 21, 2018 meeting the KPFA LSB had not contacted anyone from the recount runners up list to fill its three vacant Listener Delegate seats, and</p> <p>Whereas, the KPFA LSB was aware that two alternates on the recount runners up list were in the audience at its April 21 2018 meeting and were available and willing to serve yet did not fill any of the three vacant Listener Delegate seats, and</p> <p>Whereas, on April 21st the KPFA LSB held elections for the LSB Treasurer and Delegate members of the PNB committees without the participation of three Delegate replacements who were disenfranchised from nominating candidates, running or voting in those elections,</p> <p>Be it resolved that the Pacifica National Board does not recognize the election of the LSB Treasurer and Delegates to PNB committees that were conducted at the KPFA LSB meeting on April 21 because those elections excluded candidates from the LSB who could have and should have been seated at the April 21 meeting. The KPFA LSB Treasurer and the KPFA Delegate positions for those PNB committees shall remain vacant until such time as the KPFA LSB follows the directives of the Pacifica National Board regarding the replacement of vacancies on the LSB and holds new elections for LSB Treasurer and positions on PNB committees.</p>	10 min
See more below			

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	D. Governance Committee		
	E. Personnel Committee		
7	Unfinished business		10 min
	A. Mandates for Ad Hoc committees		
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9	Adjourn to Executive Session		9:30 pm ET - time certain