

Minutes - Open/Public Session
Pacifica National Board Teleconference Special Meeting
February 28, 2019, 8:00 pm
Note: All times here are Eastern Time.

1. Preliminary Business

The meeting was called to order at 8:11 pm by the Chair, Nancy Sorden.

Roll was taken by the Secretary, Bill Crosier:

Directors:

P Grace Aaron, KPFFK, Listener	P William Heerwagen, WBAI, Listener
A Jonathan Alexander, KPFFK, Staff	P Sabrina Jacobs, KPFA, Staff
EA Garry Boast, Cerebral Radio, Affiliate	PL DeWayne Lark, KPFT, Listener
P Adriana Casenave, KPFT, Listener	P Ken Laufer, WBAI, Listener
P Robin Collier, KCEI, Affiliate	PL Tony Leon, WPFW, Staff
P Chris Cory, KPFA, Listener	P Mansoor Sabbagh, KPFFK, Listener
P Bill Crosier, KPFT, Listener	P Nancy Sorden, WPFW, Listener
P Joseph Davis, KPFT, Staff	P Alex Steinberg, WBAI, Listener
P Kathryn Davis, WBAI, Staff	PL Carole Travis, KPFA, Listener
P Benito Diaz, WPFW, Listener	PL Tom Voorhees, KPFA, Listener
P Jan Goodman, KPFFK, Listener	PL Maskeelah Washington, WPFW, Listener

Others:

P Maxie Jackson III, Executive Director	A Larry Dankner, Chief Financial Officer
P Otis Maclay, Webmaster, web streamer	PL John Tatum, Parliamentarian

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

Quorum was established, with 15 Directors present at roll call.

Goodman moved to excuse absences of Boast. Sabbagh seconded the motion. The motion was approved without objection.

The following people were appointed as timekeepers by the Chair:

For agenda items and individual speakers: Sabbagh (until approx. 10 pm ET)

1A. Discussion of Delegate Elections

Directors discussed the current Delegate elections, and Jackson answered questions and gave updates. Diaz moved to extend time for this item by 10 minutes. The motion failed by a vote of 6 Yes, 11 No, 1 Abstain, as follows:

Yes: Casenave, J. Davis, Diaz, Heerwagen, Leon, Washington

No: Aaron, Collier, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Voorhees

Abstain: Sorden

Because some listeners had reported that they could not hear the web stream of the meeting, the Chair asked everyone on the conference call to hang up and call back. This was done. Crosier called roll again and it was the same as the roll noted above, except that Travis and Voorhees were also present., so there were 17 Directors present at the second roll call.

2. Minutes Approval

Sabbagh moved to approve the draft minutes of the Feb. 7, 2019 PNB open session , and Goodman seconded the motion. Casenave requested that the KPFT Committee of Inclusion Report and its attachments, referenced in the minutes, should be attached to those minutes. The Chair ruled that those should be attached to the minutes. The minutes were approved with that addition, without objection.

3. Address Issues of Financial Accountability

Casenave stated that the meeting notice was not proper. The Chair ruled that it was, and that no one had objected to it until then.

Aaron moved that the PNB adopt her motion (see Appendix A below) entitled "Creating a Preliminary Draft Budget as a Framework to Discuss Priorities and Proposed Ways to Address Pacifica's Financial Issues". Sabbagh had to leave the call temporarily, and the Chair appointed Travis to be timekeeper.

Washington moved to table Aaron's motion. J. Davis seconded the motion to table. The motion to table failed by a vote of 6 Yes, 12 No, 1 Abstain, as follows:

Yes: Casenave, J. Davis, Diaz, Heerwagen, Lark, Washington

No: Aaron, Collier, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

Abstain: Sorden

Travis moved to amend Aaron's motion, by replacing, in the seventh paragraph, "Therefore, be it resolved that the Executive Director create a preliminary draft budget of newer and proposed expenses by March 15, 2017" with "Therefore, be it resolved that the Executive Director create a preliminary draft budget of newer and proposed expenses approximately 10 days after the NETA report expected mid April".

Sorden moved to refer the motion and amendment to the National Finance Committee.

K. Davis moved to extend time for this item by 10 minutes. Diaz seconded. The motion to extend was approved without objection.

The motion to refer failed by a vote of 6 Yes, 11 No, 2 Abstain, as follows:

Yes: Casenave, J. Davis, Diaz, Heerwagen, Lark, Washington

No: Aaron, Collier, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

Abstain: Cory, Sorden

Travis's amendment was approved without objection.

Aaron's motion, as amended by Travis, was approved by a vote of 11 Yes, 5 No, 3 Abstain, as follows:

Yes: Aaron, Collier, Cory, Crosier, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

No: Casenave, J. Davis, Diaz, Lark, Washington

Abstain: Heerwagen, K. Davis, Sorden

4. Programming Committee Motion on free speech case going to Supreme Court

Heerwagen and Casenave objected to consideration of the motion, saying it had not been posted on the kpftx calendar at least 7 days in advance. Steinberg disagreed and said he had posted it at least 7 days in advance, before midnight on Jan. 21. The Chair ruled that the motion was in order and had the proper notice. The Parliamentarian advised that Casenave's objections were Out of Order because she had interrupted and not been recognized by the Chair.

K. Davis moved to extend time by 10 minutes. Sabbagh seconded. The motion to extend was approved by a vote of 12 Yes, 3 No, 2 Abstain, as follows:

Yes: Aaron, Collier, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

No: J. Davis, Diaz, Heerwagen

Abstain: Sorden, Washington

K. Davis presented the Programming Committee motion on the free speech case involving Dee Dee Halleck v. MNN.

The vote was interrupted by the Chair, who adjourned the meeting before the voting was complete, but at the time of adjournment the vote was 10 Yes, 4 No, as follows:

Yes: Aaron, Collier, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg

No: Casenave, J. Davis, Diaz, Heerwagen

5. Adjourn: The meeting was adjourned at approximately 12:25 am, March 1, 2019.

Minutes respectfully submitted by Bill Crosier, Secretary

Appendix A – Agenda as Amended

Special PNB Meeting, Public/Open Session

Teleconference Meeting

Thursday, February 28, 2019

Directors:

Grace Aaron, KPFFK, Listener

Jonathan Alexander, KPFFK, Staff

Garry Boast, Cerebral Radio, Affiliate

Adriana Casenave, KPFT, Listener

Robin Collier, KCEI, Affiliate

Chris Cory, KPFA, Listener

Bill Crosier, KPFT, Listener

Joseph Davis, KPFT, Staff

Kathryn Davis, WBAI, Staff

Benito Diaz, WPFW, Listener

Jan Goodman, KPFFK, Listener

William Heerwagen, WBAI, Listener

Sabrina Jacobs, KPFA, Staff

DeWayne Lark, KPFT, Listener

Ken Laufer, WBAI, Listener

Tony Leon, WPFW, Staff

Mansoor Sabbagh, KPFFK, Listener

Nancy Sorden, WPFW, Listener

Alex Steinberg, WBAI, Listener

Carole Travis, KPFA, Listener

Tom Voorhees, KPFA, Listener

Maskeelah Washington, WPFW, Listener

Others:

Maxie Jackson III, Executive Director

Otis Maclay, Webmaster, web streamer

Larry Dankner, interim Chief Financial Officer

John Tatum, Parliamentarian

Item #	Description	Time
1	Preliminary items	5 min
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
1A	Discussion of Delegate Elections	(until 9 pm ET)
2	Minutes approval for the PNB open/public meetings on the following dates:	5 min
	- Feb. 7, 2019	
3	Address Issues of Financial Accountability	90 minutes
	- including review of Pacifica's debts, expenses and revenues	
	- including motion on Preliminary Draft Budget, from Aaron (see below)	
4	Programming Committee Motion, on free speech case going to Supreme Court	15 min
	(See motion and background information below)	
5	Adjourn to Executive Session	
	- for confidential business issues and to approve Executive Session minutes	

MOTION: CREATING A PRELIMINARY DRAFT BUDGET AS A FRAMEWORK TO DISCUSS PRIORITIES AND PROPOSED WAYS TO ADDRESS PACIFICA'S FINANCIAL ISSUES, from Aaron (revised Feb. 28, 2019):

Pursuant to Article 5, Section 1 of the Pacifica Bylaws (below), it is the responsibility of the PNB to ensure that state and federal laws are complied with, and that each unit and the National Office have approved budgets.

Further, it is the duty of the PNB to ensure the financial health of the Foundation, to monitor budgets and to oversee an annual audit of the Foundation's books and accounts.

Currently, no budget for the National Office has been submitted to the National Finance Committee. The NFC has not approved any budgets, although some have been submitted for review. The 2017 Audit is overdue and stalled, putting our nonprofit status at risk.

No current and comprehensive financial information has been received by the PNB in 2019 and earlier reports have been inconsistent and incomplete.

Therefore, be it resolved that the Executive Director be aware that his first priority is to make sure that the current financial reporting including the 2017 Audit be completed as soon as possible. Tools that he is encouraged to use are visiting the National Office and perhaps other stations and ascertaining what can be done to help staff there provide the information needed to NETA, and seeing that these tasks are carried out, as well as hiring temporary staff if necessary.

In this time of transition to new ways of operating, many potential important new expenses both one-time and ongoing will likely be useful and important, but an overabundance of added expenses may put the Foundation at risk of inadequate funds to pay for such expenses, which might result in penalties, fines, lawsuits, etc.

Therefore, be it resolved that the Executive Director create a preliminary draft budget of newer and proposed expenses by March 15, 2017, which the ED hopes to spend, so that there will be a framework to discuss the direction in which the ED is hoping to take Pacifica, including a discussion of the nature and priority of proposed new expenditures such as training costs, development costs, paying for new programming and personnel costs and capital expenditures.

Furthermore, although the PNB is pleased that the ED is eager to try new avenues to improve Pacifica and its listenership and revenues, it requests that the ED be extremely circumspect and not commit any additional funds to items which have not been regular expenditures by Pacifica in the past (except as needed to expedite financial reporting), until the PNB and ED receive and have time to examine the financial reports NETA says will be ready by late March, early April 2019. Ten days should be sufficient time for the PNB to review these financial reports, and schedule a meeting with the ED to discuss priorities in spending what funds Pacifica does have.

Further, the PNB asks for a detailed report from the CFO and the ED by March 15, 2019 on all the reasons the 2017 Audit has been delayed including what measures are being taken to remedy any deficiencies,

Further, the PNB requests that the National Office submit a detailed budget to the National Finance Committee as soon as possible,

Further, the PNB requests that the National Finance Committee meet more frequently to approve budgets for all units and the National Office and report to the PNB every 2-3 weeks on its progress.

Reference:

Article Five, Board of Directors of the Foundation, Section 1: Board of Directors - Eligibility, Number, Powers and Duties

E. SPECIFIC POWERS AND DUTIES

Without prejudice to the general power of the Board set forth above in Section 1D of this Article of these Bylaws, and subject to any limitations set forth in these Bylaws, the ongoing duties and powers of the board shall include, but not be limited to:

- (1) Ensuring and facilitating fulfillment of the purposes of the Foundation as set forth in the Articles of Incorporation;
- (2) Ensuring compliance with applicable state and federal laws;
- (3) Ensuring the financial health of the Foundation by adopting and monitoring an annual budget and overseeing an independent annual audit of the Foundation's books and accounts;
- (4) Ensuring regular communication with the Members;
- (5) Appointing, supervising and discharging the Foundation's Executive Director, Chief Financial Officer and all Foundation officers, prescribing powers and duties for them as are consistent with the law and these Bylaws, and setting salaries and wages;
- (6) Overseeing the conduct, management and control of the Foundation's affairs and activities, including the monitoring of the activities and actions of its radio stations and national staff consistent with applicable law and regulations, the Articles of Incorporation and these Bylaws;
- (7) Meeting at such regular times and places as required by these Bylaws and meeting at such other times as may be necessary in order to carry out the duties of the Board;
- (8) Registering their addresses, telephone numbers, facsimile telephone numbers and email addresses with the Foundation's Secretary. Notices of meetings mailed, transmitted by telecopier or facsimile, or emailed to them at such addresses shall be deemed valid notices thereof.

Report/Motion from Programming Committee, approved Feb. 20, 2019:

Whereas

The case of Dee Dee Halleck versus Manhattan neighborhood network represents a direct attack on the first amendment of the United States and that this case, Reminiscent of the case of Pacifica vs the fcc that enshrined the seven "dirty word" doctrine, will have a decisive impact on public media in the United States when the Supreme Court of the United States hears it on February 25, 2019,

Be it resolved

That the Pacifica foundation stands behind Dee Dee Halleck and Jesus Papoleto Melendez in their defense of the first amendment and is opposed to Manhattan neighborhood network infringing on their rights

Passed by the PNB Programming Committee 2/19/19

More background information on this motion:

The case will be argued on February 25, 2019

Information from the Supreme Court Blog which has a comprehensive listing of the petitions and the amicus briefs associated at this point with this case:

[Manhattan Community Access Corp. v. Halleck – SCOTUSblog](http://www.scotusblog.com/case-files/cases/manhattan-community-access-corp-v-halleck/)
www.scotusblog.com/case-files/cases/manhattan-community-access-corp-v-halleck/

Information on the Second Circuit decision in 2018

<http://vermontaccess.net/wp-content/uploads/2018/07/Halleck-New-York-Law-Journal-Article-SECURED.pdf>

The Alliance for Community Media brief on how this impacts community media throughout the United States: acm-ne.org/2019/01/20/acm-files-amicus-brief-with-us-supreme-court-in-mcac-v-halleck/

The poetry of Jesus Papoleto Melendez: [Jesús Papoleto Meléndez](http://www.poetryfoundation.org/poets/jesus-papoleto-melendez)
www.poetryfoundation.org/poets/jesus-papoleto-melendez

The ACLU has taken a strong stand supporting Halleck and Melendez: "[The Supreme Court Is Considering Whether the Government Can Dodge the First Amendment by Outsourcing Its Power](http://www.aclu.org/blog/free-speech/supreme-court-considering-whether-government-can-dodge-first-amendment-outsourcing)" www.aclu.org/blog/free-speech/supreme-court-considering-whether-government-can-dodge-first-amendment-outsourcing

The NY County Lawyers Association makes the very strong point that when NY State established the laws for public access TV their intentions were that it embodied the First Amendment, a very different set of assumptions than other public access TV state laws and unique to NY State.

Here is information on it and a link to a draft film being made on the case

[SCOTUS Free Speech and Public Access TV](#)