

Approved Minutes
Pacifica National Board Special Call-In Meeting
Open/Public Session,
Thursday November 02, 2017 – 8:30 PM ET

Audio of the meeting are archived at:
<https://kpftx.org/archives/pnb/pnb171102/pnb171102a.mp3>

1. Open/Public Session Call to Order.

Chair Jonathan Alexander called the meeting to order.
Secretary Akio Tanaka called the roll.

A. Roll call

Present: Grace Aaron, Jonathan Alexander, *David Beaton, Jim Brown, Adriana Casenave, Bill Crosier, *Kathryn Davis, Benito Diaz, *Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, *Robert Mark, Cerene Roberts, Mansoor Sabbagh, Nancy Sorden, *Alex Steinberg, Akio Tanaka, Themba Tshibanda, *Andrea Turner, Maskeelah Washington

Absent: TM Scruggs

[Present: 21]

* Arrived after the Roll Call

Excused Absence: TM Scruggs

Object to TM Scruggs's Excused Absence by Benito Diaz

Vote to excuse absence

Yes: Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

Abstain: Cerene Roberts

[11Y – 6N – 1A: Absence excused]

B. Identify Timekeepers – Mansoor Sabbagh, Akio Tanaka

Point of Order by Benito Diaz

As we all know, last week, on 10/26/17, a court in California ruled that Sharon Brown is to be returned as a member of her Los Angeles LSB, and as a member of this PNB; and that Mansoor Sabbagh is to be taken off both the LSB & PNB.

The PNB is hereby ordered by the court. If this PNB doesn't want to be held in contempt of court, it would be wise to reseal Sharon Brown and unseat Mansoor Sabbagh. Accordingly, Mansoor's name is to be taken off of the roll and substituted with that of Sharon.

Furthermore, I will take this opportunity to remind the members of this PNB that Article 11, Sections 1, 2 and 9 of the Pacifica Bylaws make crystal clear that directors will not be indemnified if they willfully violate a court order. See the email I sent to the members of the PNB at approximately 8 PM with the wording of these 3 Sections of Article 11. I include them below by reference. Remember also that we don't have director's insurance either. Each of you is personally liable and will have to pay. Therefore, if you don't want to have to pay personally, or risk jail time, I suggest that this PNB obey the court order.

I will also remind the members of this PNB that, if there's any doubt as to the accuracy of this point of order, they should review what happened to Summer Reese and Carolyn Birden in the case of Dan Siegel.

I request that the Secretary provide Ms. Brown with the appropriate call-in information; that Mansoor be instructed to get off the call and that his contact be discontinued; and that we recess while we wait for Sharon to join the call.

"The wording of the Bylaws sections of Article 11 which I referenced above are as follows:

Article Eleven, Indemnification of Directors, Officers, Delegates, Employees and Other Agents, Section 1: Non-Liability of Directors, Officers & Delegates

Directors, Officers and Delegates shall not be personally liable for the debts, liabilities, or other obligations of the Foundation and private property of such individuals shall be exempt from Foundation debts or liabilities, subject to the applicable provisions of California's Corporation Code, unless said debts, liabilities or other obligations are

the direct result of intentional misconduct by a Director, Officer or Delegate. The personal liability of Directors, Delegates and Officers shall be eliminated to the fullest extent permitted by California law.

Article Eleven, Indemnification of Directors, Officers, Delegates, Employees and Other Agents, Section 2:

Definitions: Agents, Proceedings and Expenses

For the purposes of this Article 11, "agent" means any person who is or was a Director, Officer, Delegate, employee or agent of this Foundation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 3 or Section 4 of this Article.

Article Eleven, Indemnification of Directors, Officers, Delegates, Employees and Other Agents, Section 9: Limitations

No indemnification shall be made hereunder, except as provided in Section 5 and Section 6(B) of this Article, or as otherwise required by law, in any circumstance where it appears: A. That it would be inconsistent with a provision of the Articles of Incorporation, the Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or B. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement."

Finally, I request that the wording of this Point Of Order be included in the minutes. I will type it up and send it to the Secretary after the meeting.

Action Taken On Point Of Order

The chair, Jonathan Alexander, ruled against the Point Of Order; Adriana Casenave challenged the ruling of the chair; & Cerene Roberts seconded the challenge to the chair's ruling. Benito Diaz requested a roll-call vote and the chair agreed to the request.

Vote To Uphold The Ruling Of The Chair

Yes: Grace Aaron, Bill Crosier, Katheryn Davis, Rhonda Garner, Jan Goodman, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Sabrina Jacobs, Aki Tanaka

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Maskeelah Myrtle Washington

Abstain: Jonathan Alexander

[11Y – 7N – 1A: Chairs ruling upheld]

2. Agenda Approval

Amendment: Add Motion on Affiliate Directors by Jan Goodman

Yes: Grace Aaron, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

No: Jonathan Alexander, Jim Brown, Adriana Casenave, Benito Diaz, Sabrina Jacobs, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

Abstain: Cerene Roberts

[10Y – 8N – 1A: Item added]

Amendment: Table Minutes Approval by Benito Diaz

My amendment is to simply take out the Minutes Approval for today's meeting because as I already indicated and complained various times before, the Secretary continues to put out these minutes the afternoon of the meeting. Now I would like to know who has time between the time they get home or get free from other duties to be able to read and go through and make notes on three sets, actually six sets of minutes in this case. Six sets of minutes with only hours' notice. And the Secretary continues to do this time and again and the Chair yourself have directed him to give us more notice.....

[The minutes of 9-28, 10-5, 10-26 meetings were sent on Nov 1 at 9:15 PM PT in .pdf and .doc formats.

The minutes of 9-28, 10-5 meetings were previously sent on Oct 25 at 9:11 PM PT in .pdf and .doc formats.]

Amendment approved without objection

Agenda as amended, approved without objection.

Point of Order by Adriana Casenave

To ask the Chair to stop the violation of the Pacifica Foundation Bylaws and the California Corporations Code by using a telephonic system of communication that prevents to comply with:

Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings

[Amended December 14, 2015]

The Board may hold regular and special meetings by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:

A. Each Director participating in the meeting can communicate concurrently with all other Directors.

B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.

C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

CORPORATIONS CODE - CORP

TITLE 1. CORPORATIONS [100 - 14631] (Title 1 enacted by Stats. 1947, Ch. 1038.)

DIVISION 2. NONPROFIT CORPORATION LAW [5000 - 10841] (Heading of Division 2 amended by Stats. 1978, Ch. 567.)

PART 2. NONPROFIT PUBLIC BENEFIT CORPORATIONS [5110 - 6910] (Part 2 added by Stats. 1978, Ch. 567.)

CHAPTER 2. Directors and Management [5210 - 5260] (Chapter 2 added by Stats. 1978, Ch. 567.)

ARTICLE 1. General Provisions [5210 - 5215] (Article 1 added by Stats. 1978, Ch. 567.)

5211.

(a)Unless otherwise provided in the articles or in the bylaws, all of the following apply: ...6) Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply: (A) Each director participating in the meeting can communicate with all of the other directors concurrently. (B) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation."

That is why I am asking the chair to stop immediately this illegal telephonic system of communication that violates the rights of Directors to communicate concurrently with all other Directors, propose, or to interpose an objection to any action to be taken by the Foundation.

Adriana Casanave request to put the Point of Order in the Minutes.

Approved without objection.

3. Minutes Approval [Tabled]

4. Motion: Affiliate Directors Nominations by Jan Goodman

MOTION TO REQUEST AFFILIATES DIRECTOR TO SEND OUT CALL FOR AFFILLIATES NOMINATIONS TO THE PNB

Whereas the Pacifica Bylaws require that the Affiliates be notified that they are eligible to nominate a candidate to sit on the Pacifica National Board, and

Whereas the deadline for submission of nominations from the Affiliates per the Bylaws is November 15, 2017, and

Whereas the Affiliates Committee has not met this year and thus the request for nominations has not yet been sent out, and

Whereas, even if the Request for Nominations goes out within 5 business days, that will only give Candidates 8 days to carry out the necessary tasks required by the Bylaws, including:

- A. A written explanation of how the nominee was selected for nomination, including being certified by the affiliate station's general manager or the governing board, secretary of each nominating affiliate station or the secretary of the association of affiliate stations; and
- B. Each nominee must submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation; and

Whereas it would be virtually impossible to carry out these tasks within 1 week, Therefore, be it resolved that

A. The timetable be shifted as follows:

- a. The solicitation letter, designated below, be sent out as soon as possible by the Affiliates Director.
- b. Monday, November 27, 2017 shall be the deadline for Candidates for Affiliate Director to submit all items, except the explanation of how the nominee was selected for nomination, certified by the affiliate station's general manager or the governing board, secretary of each nominating affiliate station or the secretary of the Association of Affiliate Stations.
- c. The deadline for submitting the explanation of how the nominee was selected for nomination, certified by the affiliate station's general manager or etc. shall be extended to December 11, 2017.
- d. The PNB Secretary shall forward all nominating documents to each member of the PNB within 3 days of receiving same.
- e. The PNB will discuss nominees and elect same at the PNB meeting on Thursday, December 21, 2017, notice of which is hereby given.
- f. The following letter, the template of which was drafted in 2016 by Ursula Ruedenberg, the Affiliates Director and edited by PNB and 2016 Affiliates Taskforce member Cerene Roberts, shall be sent to all affiliate stations by November 7, 2017;

Dear Friends:

This is a call for nominations for the affiliate director positions on the 2017 Pacifica National Board (PNB).

Two seats on Pacifica's national board are held by representatives from Pacifica affiliate stations. They are elected by current Pacifica Board Members in December and seated in late January with the next board.

A nomination can come from either an affiliate station or an association of affiliate stations. Following the protocol is important. We encourage you to read the specific details on protocol as found in the Pacifica bylaws (http://pacifica.org/indexed_bylaws/art5sec4.html) and outlined below:

- Nominations must be submitted in writing to the PNB Secretary. Send documents to secretary@pacifica.org. Please send a copy to Ursula Ruedenberg at ursula@pacifica.org.

- Nominations must be submitted by November 27, 2017.

- Each nominee must submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation.

- A written explanation of how the nominee was selected for nomination which is certified by the affiliate station's general manager or the governing board, secretary of the nominating affiliate station or the secretary of the association of affiliate stations must be submitted by December 11, 2017.

Below is some information about the PNB:

The Pacifica National Board (PNB) usually has 22 seats; the 2 affiliates and the other 20 persons who are elected in equal number in January by the local boards of the five Pacifica stations – LA, Berkeley, NYC, Houston, and Washington DC.

There is potentially an at-large board seat (which to date has never been filled).

Pacifica Foundation oversees 5 radio stations, and the historic Pacifica Radio Archives unit, with combined revenue of over \$16 million and over 1,000 paid and un-paid workers. And, of course, the Affiliate Program that has about 150 contracted affiliates, generating approximately \$220,000 in fees.

No directors are paid for their time, but their expenses for attending in-person meetings (travel, hotel, meals) are paid by the Foundation. The board meets at least once monthly via telephone. Directors potentially meet in person 4 times per year in rotation in the Pacifica signal areas.

Being a board member is a relatively time-consuming responsibility. You can learn more about the board here: http://pacificafoundation.org/indexed_bylaws/art5.html

Yes: Grace Aaron, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Andrea Turner, Maskeelah Washington

Abstain: Jonathan Alexander

[10Y – 8N – 1A: Motion passes]

5. Q&A with Ford Greene

Ford Green touches on indemnification and how to proceed.

6. Adjourn

Meeting is adjourned to closed session at 7:07 PM ET.

Akio Tanaka – 11/04/17

PNB Secretary